McMillan Mark Form 4 February 24, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

Section 16.
Form 4 or
Form 5
obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue.

See Instruction

I(D).

(Print or Type Responses)

1. Name and Address of Reporting Person * McMillan Mark

2. Issuer Name **and** Ticker or Trading Symbol

BSQUARE CORP/WA [BSQR]

5. Relationship of Reporting Person(s) to Issuer

issue

(Last)

(City)

(First) (Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year)

02/22/2011

____ Director ____ 10% Owner __X_ Officer (give title ____ Other (specify below)

(Check all applicable)

VP, Worldwide Sales/Mktg.

110 - 110TH AVENUE, NE, SUITE 200

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BELLEVUE, WA 98004

(City)	(State)	Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	iired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/22/2011		Code V A	Amount 25,000 (1)	(D)	Price \$ 0	25,000	D	
Common Stock	02/22/2011		F	4,805 (2)	D	\$ 11.83	20,195	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4. T	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		ionNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(211512
					4, and 5)						
					4, and 3)						
									Amount		
						.	.		or		
						Date	Expiration	Title	Number		
						Exercisable I	Date		of		
				Code V	(A) (D)				Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

McMillan Mark VP. 110 - 110TH AVENUE, NE, SUITE 200 Worldwide BELLEVUE, WA 98004 Sales/Mktg.

Signatures

/s/ Mark 02/24/2011 McMillan

**Signature of Date Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents an award of restricted stock units that was originally granted on August 3, 2010 with the vesting subject to achievement of a performance metric, which the Board of Directors determined was satisfied on February 22, 2011. Fifty percent of the grant vested upon that determination with the remainder vesting over time.
- (2) Represents shares that were withheld to pay the minimum tax liability for the restricted stock units that vested on February 22, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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