

PCS EDVENTURES COM INC
 Form 4
 December 09, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Redman K. Sue

2. Issuer Name and Ticker or Trading Symbol
 PCS EDVENTURES COM INC
 [PCSV]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 902 CROOKED STICK
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2015

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

COLLEGE STATION, TX 77845
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount	(D)	
Restricted Common Stock Unit	06/01/2015 ⁽¹⁾			A	46,150	A	D
					\$ 0.15		
					<u>(2)</u>		

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Common Stock Unit	\$ 0.19 ⁽³⁾	09/24/2015		A	81,000	09/30/2016 09/30/2016 ⁽⁴⁾	Restricted Common Stock Unit

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Redman K. Sue
902 CROOKED STICK
COLLEGE STATION, TX 77845

Signatures

/s/ K. Sue

Redman 12/09/2015

**Signature of
Reporting Person

Date

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).

(1) Grant of Restricted Stock Units. The Board of Directors of the Company granted the reporting person (the "Participant") 46,150 restricted stock units (the "Restricted Stock Units") on June 1, 2015 (the "Grant Date"), in accordance with the provisions of Article 6 of the Company's 2009 Equity Compensation Plan (the "Plan"), representing compensation for board services for the period of June 1, 2015, through September 30, 2015. On September 30, 2015, the Plan's Vesting and Settlement conditions of: (i) the Participant has been re-elected as a director at the annual meeting of the Company's shareholders in September 2015; and (ii) the Participant has continued to serve as a Company director through September 30, 2015, were satisfied.

(2) The Restricted Stock Units are revalued at date of vesting and were issued on November 16, 2015.

(3) Grant of Restricted Stock Units. The Board of Directors of the Company also granted the Participant 81,000 Restricted Stock Units on September 24, 2015 (the "Grant Date"), in accordance with the provisions of Article 6 of the Company's Plan, at the close of market price, representing compensation for board services for the period of October 1, 2015, through September 30, 2016. Each Restricted Stock Unit represents the right to receive one share of the Company's common stock in the future, subject to the restrictions and other conditions set forth in the Restricted Stock Unit Award Agreement (the "Agreement") and in the Plan.

(4) The Restricted Stock Units do not vest and are forfeitable until the "Vesting and Settlement" conditions of the Agreement have been satisfied. The Restricted Stock Units are revalued at date of vesting and are issued when administratively practicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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