

SUTRON CORP
Form 4
May 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
McQuivey Raul S

(Last) (First) (Middle)
22400 DAVIS DRIVE
(Street)

STERLING, VA 20164

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUTRON CORP [STRN]

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, CEO

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			
Sutron Common Stock	01/01/2014		M(1)	1,500 A \$ 0	875,686	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)

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)	8. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Sutron Common Stock (Restricted Stock Unit)	(2)	01/01/2014		M	1,500	(3) (3)	Sutron Common Stock	1,500
Sutron Common Stock (Restricted Stock Unit)	(2)	01/01/2014		D	1,500 (4)	(3) (3)	Sutron Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McQuivey Raul S 22400 DAVIS DRIVE STERLING, VA 20164	X	X	Chairman, President, CEO	

Signatures

/s/ Raul S. McQuivey 05/20/2014

**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).

Represents the conversion upon vesting of restricted stock units into common stock. On May 9, 2012, the reporting person was granted (1) 6,000 restricted stock units, of which 1/4th of the shares subject to the restricted stock units vested on January 1, 2013. Such grant of restricted stock units is reported in Table II on a separate Form 4 filed with the Securities and Exchange Commission.

(2) Each restricted stock unit is the economic equivalent of one share of Sutron Corp common stock.

(3) On May 9, 2012, the reporting person was granted 6,000 restricted stock units, of which 1/4th of the shares subject to the restricted stock units vested on January 1, 2014. The common stock into which such vested restricted stock units converted on January 1, 2014 is reported in Table I on this Form 4. The initial grant of restricted stock units vests in blocks of 1/4 if certain performance and employment goals are met.

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- (4) On January 1, 2014, the disposition of 1500 restricted stock units representing 1/4 of the May 9, 2012 grant took place without vesting as performance goals required for vesting were not met.

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.