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KEYW HOLDING CORP Form 5 February 07, 2012 FORM 5

1(b).

Reported

Reported

(Last)

Form 4

OMB APPROVAL OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations **OWNERSHIP OF SECURITIES** response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Transactions 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HANNON JOHN G Symbol KEYW HOLDING CORP [KEYW] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director 10% Owner Officer (give title 12/31/2011 _ Other (specify below) below)

1334 ASHTON ROAD

(Street)

HANOVER, MDÂ 21076

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

6. Individual or Joint/Group Reporting

(check applicable line)

(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Sec	curities	s Acqu	ired, Disposed o	of, or Beneficia	ally 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. Securit (A) or Dis (D) (Instr. 3, 4	sposed 4 and 5 (A) or	of 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.001	02/11/2011	Â	G	Amount 11,220	(D) D	Price \$ 0	29,491	Ι	John G. Hannon Revocable Trust U/A Dtd 03/09/04 (1)
Common stock, par value \$0.001	Â	Â	Â	Â	Â	Â	56,852 <u>(2)</u>	Ι	By Daughter

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 2270 (9-02)

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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Se
	Derivative				Securities			(Instr.	. 3 and 4)		В
	Security				Acquired						0
					(A) or						E
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I
					4, and 5)						
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships								
1 0	Director	10% Owner	Officer	Other					
HANNON JOHN G 1334 ASHTON ROAD HANOVER, MD 21076	ÂX	Â	Â	Â					
Signatures									
a Sarah E. Daharta an Attampan in East fan Jahn C									

/s/ Sarah E. Roberts as Attorney-in-Fact for John G. Hannon

**Signature of Reporting Person

Date

02/07/2012

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) Mr. Hannon is the trustee of this trust and has voting and dispositive power over the shares. He disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.