

UNITED GUARDIAN INC
 Form 4
 September 24, 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 *
 Parker Betsee

 (Last) (First) (Middle)
 C/O MILDRED F. SLATER, 9005
 JOHN S. MOSBY HIGHWAY

2. Issuer Name and Ticker or Trading Symbol
 UNITED GUARDIAN INC [UG]

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/22/2015

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

(Street)
 UPPERVILLE, VA 20185

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)
				Code	V Amount (A) or (D) Price			
Common Stock par \$.10	09/22/2015		S	500	D \$ 18.5	445,911	D	
Common Stock par \$.10	09/22/2015		S	100	D \$ 18.49	445,811	D	
Common Stock par \$.10	09/22/2015		S	100	D \$ 18.47	445,711	D	
Common Stock par	09/22/2015		S	100	D \$ 18.44	445,611	D	

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Common Stock par \$.10	09/22/2015	S	100	D	\$ 18.43	445,511	D
Common Stock par \$.10	09/22/2015	S	100	D	\$ 18.44	445,411	D
Common Stock par \$.10	09/22/2015	S	130	D	\$ 18.46	445,281	D
Common Stock par \$.10	09/22/2015	S	100	D	\$ 18.43	445,181	D
Common Stock par \$.10	09/22/2015	S	100	D	\$ 18.44	445,081	D
Common Stock par \$.10	09/22/2015	S	100	D	\$ 18.43	444,981	D
Common Stock par \$.10	09/22/2015	S	200	D	\$ 18.37	444,781	D
Common Stock par \$.10	09/22/2015	S	404	D	\$ 18.35	444,377	D
Common Stock par \$.10	09/22/2015	S	50	D	\$ 18.25	444,327	D
Common Stock par \$.10	09/22/2015	S	100	D	\$ 18.28	444,227	D
Common Stock par \$.10	09/22/2015	S	100	D	\$ 18.26	444,127	D
Common Stock par \$.10	09/22/2015	S	400	D	\$ 18.25	443,727	D
Common Stock par \$.10	09/22/2015	S	100	D	\$ 18.26	443,627	D
Common Stock par \$.10	09/22/2015	S	50	D	\$ 18.08	443,577	D

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Common Stock par \$.10	09/22/2015	S	100	D	\$ 18.06	443,477	D
Common Stock par \$.10	09/22/2015	S	66	D	\$ 18.04	443,411	D
Common Stock par \$.10	09/22/2015	S	1,000	D	\$ 18.2	442,411	D
Common Stock par \$.10	09/22/2015	S	200	D	\$ 18.22	442,211	D
Common Stock par \$.10	09/22/2015	S	2,994	D	\$ 18.2	439,217	D
Common Stock par \$.10	09/22/2015	S	194	D	\$ 18.15	439,023	D
Common Stock par \$.10	09/22/2015	S	100	D	\$ 18.11	438,923	D
Common Stock par \$.10	09/22/2015	S	112	D	\$ 18.1	438,811	D

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

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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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parker Betsee C/O MILDRED F. SLATER 9005 JOHN S. MOSBY HIGHWAY UPPERVILLE, VA 20185		X		

Signatures

Dr. Betsee
Parker

09/24/2015

**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).

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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