

IMAGE SENSING SYSTEMS INC
 Form 3
 June 29, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Stelzig Chad		(Month/Day/Year)	IMAGE SENSING SYSTEMS INC [ISNS]	
(Last)	(First)	(Middle)	06/27/2016	
1600 UNIVERSITY AVE W.,			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
#500			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
ST. PAUL,Â MNÂ 55104			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	Interim President, Interim CEO	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Employee Stock Option (right to buy)	Â <u>(1)</u>	08/09/2017	Common Stock	4,000	\$ 8	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	09/17/2022	Common Stock	3,000	\$ 5	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	08/20/2023	Common Stock	2,000	\$ 7.1	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	05/13/2024	Common Stock	4,000	\$ 4.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stelzig Chad 1600 UNIVERSITY AVE W., #500 ST. PAUL, MN 55104	Â	Â	Â Interim President, Interim CEO	Â

Signatures

/s/ Chad Stelzig 06/29/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The option became exercisable in four equal installments on August 9, 2012, August 9, 2013, August 9, 2014 and August 9, 2015.
- (2) The option is exercisable in four equal installments. The first three installments became exercisable on September 17, 2013, September 17, 2014 and September 17, 2015, and the last installment will become exercisable on September 17, 2016.
- (3) The option is exercisable in four equal installments. The first two installments became exercisable on August 20, 2014 and August 20, 2015, and the next two installments will become exercisable on August 20, 2016 and August 20, 2017.
- (4) The option is exercisable in four equal installments. The first two installments became exercisable on May 13, 2015 and May 13, 2016, and the next two installments will become exercisable on May 13, 2017 and May 13, 2018.

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.