

MILESTONE SCIENTIFIC INC.
Form 4
March 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 *
D'Agostino Joseph

2. Issuer Name and Ticker or Trading Symbol
MILESTONE SCIENTIFIC INC.
[MLSS.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO & COO

C/O MILESTONE SCIENTIFIC INC., 220 SOUTH ORANGE AVENUE

(Street)

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

LIVINGSTON, NJ 07039

(City) (State) (Zip)

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 Price (D) | | |
| Common stock | 08/15/2014 | | M | | 50,000 (1) A 1.15 (2) | D | |
| Common stock | 11/11/2014 | | A | | 75,000 (1) A \$ 0 (2) | D | |
| Common stock | 11/20/2014 | | A | | 24,631 (1) A \$ 0 (2) | D | |

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.

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(9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Options to purchase common stock | \$ 1 | | | | | (3) 12/20/2015 | Common Stock, par value \$0.001 per share 100 |
| Options to purchase common stock | \$ 1 | | | | | (3) 12/20/2015 | Common Stock, par value \$0.001 per share 100 |
| Options to purchase common stock | \$ 0.36 | | | | | (3) 12/31/2016 | Common Stock, par value \$0.001 per share 277 |
| Options to purchase common stock | \$ 1.28 | | | | | (3) 12/31/2017 | Common Stock, par value \$0.001 per share 78, |
| Options to purchase common stock | \$ 1.5 | | | | | (4) 12/31/2018 | Common Stock, par value \$0.001 per share 66, |
| Options to purchase common stock | \$ 1.15 | 08/15/2014 | | M | 50,000 | (3) 09/01/2014 | Common Stock, par value \$0.001 per share 50, |
| Options to | \$ 2.09 | 11/11/2014 | | A | 150,000 | (5) 11/11/2019 | Common Stock, par 150 |

| | | | | | | | | |
|--|---------|------------|---|--------|-----|------------|-------------------------------|------------------------------|
| purchase common stock | | | | | | | | value \$.001 per share |
| Options to purchase common stock | \$ 2.03 | 11/20/2014 | A | 49,261 | (6) | 11/20/2019 | Common Stock, par value | 49, \$.001 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| D'Agostino Joseph C/O MILESTONE SCIENTIFIC INC. 220 SOUTH ORANGE AVENUE LIVINGSTON, NJ 07039 | | | CFO & COO | |

Signatures

/s/ Joseph
D'Agostino 03/24/2015

__Signature of Date
Reporting Person

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) These shares of common stock are issuable to the reporting person at the termination of employment.
- (2) Not applicable.
- (3) Immediately.
- (4) These options are exercisable as follows: (i) immediately for 44,444 shares and (ii) for an additional 22,222 on the 12-31-15.
- (5) These options are exercisable as follows: (i) immediately for 50,001 shares; and (ii) for an additional 33,333 on each of the 1st through third anniversaries of the (11-11-14) date of grant.
- (6) These options are exercisable as follows: (i) immediately for 16,423 shares; and (ii) for an additional 10,946 on each of the 1st through third anniversaries of the (11-20-14) date of grant.

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.