

Holst Peter
Form 4
January 17, 2013

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 *
Holst Peter

2. Issuer Name and Ticker or Trading Symbol
GLOWPOINT, INC. [GLOW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
430 MOUNTAIN AVENUE, SUITE 301

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2013

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

PRESIDENT AND CEO

(Street)
MURRAY HILL, NJ 07974

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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 (D)	Price
Common Stock	01/13/2013			A	100,000	A	\$ 0 (1)
					791,305	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)

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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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.98	01/13/2013		A	875,000	(2)		01/13/2013		Common Stock	875,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holst Peter 430 MOUNTAIN AVENUE SUITE 301 MURRAY HILL, NJ 07974			PRESIDENT AND CEO	

Signatures

/s/ Peter J. Holst 01/17/2013

__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).

These shares of restricted stock were granted in connection with the reporting person's appointment as President and Chief Executive Officer of the issuer and without payment of consideration pursuant to the issuer's 2007 Stock Incentive Plan. These shares will vest as

(1) 25% on the first anniversary of the grant date, with the remainder vesting in equal monthly installments for 36 months on the monthly anniversary of the grant date. Vesting will accelerate in the event of the issuer's Change of Control or Corporate Transaction (each as defined in the issuer's 2007 Stock Incentive Plan).

These options were granted in connection with the reporting person's appointment as President and Chief Executive Officer of the issuer and without payment of consideration pursuant to the issuer's 2007 Stock Incentive Plan. These options will vest as to 25% on the first

(2) anniversary of the grant date, with the remainder vesting in equal monthly installments for 36 months on the monthly anniversary of the grant date. Vesting will accelerate in event of the issuer's Change of Control or Corporate Transaction (each as defined in the issuer's 2007 Stock Incentive Plan).

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.