#### MARSTON JAMES S

Form 5

February 09, 2007

## FORM 5

#### **OMB APPROVAL**

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

3235-0362 Number: January 31,

**OMB** 

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

Expires: 2005 Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

1.0

may continue. See Instruction 1(b).

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 Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \* MARSTON JAMES S

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ZIX CORP [ZIXI]

(Check all applicable)

(Last) (First) 3. Statement for Issuer's Fiscal Year Ended

\_X\_ Director

(Month/Day/Year)

12/31/2006

Officer (give title below) below)

10% Owner Other (specify

P.O. BOX 1596, C/O HUALALAI RESORT

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

### KAILUA-KONA, HIÂ 96745

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)

(State)

(Zip)

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(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 at end of Issuer's

6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

Amount (D) Price

Fiscal Year (Instr. 3 and 4)

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. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
Security	or Exercise	•	any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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Derivative or Disposed of Security (D) (Instr. 3, 4,

and 5)

Expiration Title (A) (D) Date Exercisable Date

Amoun or Number

of Share

Common

Common Stock \$ 1.93 06/13/2006 06/13/2006 Α  $38,838 \quad \hat{A} \quad \hat{A} \quad (1)$ 01/02/2016 38,83 Stock

Option

# **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

MARSTON JAMES S P.O. BOX 1596 C/O HUALALAI RESORT KAILUA-KONA, HIÂ 96745

ÂX Â

## **Signatures**

/s/ James S. 02/09/2007 Marston

\*\*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).

Automatic grant of options under ZixCorp 2006 Directors' Stock Option Plan. One-twelfth of these options vested on June 13, 2006, and (1) the remaining options vest pro-rata and quarterly in eleven equal tranches, with the first such tranche vesting on July 3, 2006, and the last such tranche vesting on January 3, 2009.

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.

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