

McAlees Thomas W  
 Form 3  
 May 05, 2010

**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 <b>and</b> Ticker or Trading Symbol	
McAlees Thomas W		(Month/Day/Year)	VERAMARK TECHNOLOGIES INC [VERA]	
(Last)	(First)	(Middle)	05/20/2010	
3750 MONROE AVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PITTSFORD, NY 14534			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President	

**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)
Veramark Technologies, Inc. Common Stock	60,000 <sup>(1)</sup>	D	^
Veramark Technologies, Inc. Common Stock	15,000 <sup>(2)</sup>	D	^
Veramark Technologies, Inc. Common Stock	5,000 <sup>(3)</sup>	D	^
Veramark Technologies, Inc. Common Stock	5,000 <sup>(3)</sup>	D	^
Veramark Technologies, Inc. Common Stock	5,000 <sup>(3)</sup>	D	^

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	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) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
			Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McAlees Thomas W 3750 MONROE AVE PITTSFORD, NY 14534	^	^	^ Vice President	^

## Signatures

/s/ Thomas W.  
McAlees

05/05/2010

\*\*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) Shares of restricted stock were issued to Filer pursuant to Employment Agreement dated January 31, 2008. The restricted shares vest ratably over a three year period upon the achievement of certain revenue, profit, orders booked, and other goals.
  - (2) Shares of restricted stock were issued to Filer on April 9, 2009. The restricted shares vest ratably over a three year period upon the achievement of certain revenue, profit, orders booked, and other goals.
  - (3) Acquisition pursuant to a tax conditioned plan not required to be reported. Employee Stock Purchase 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.