

DORNAU PETER G
Form 4/A
June 05, 2012

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 *
DORNAU PETER G

2. Issuer Name and Ticker or Trading Symbol
OCEAN BIO CHEM INC [OBCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4041 S.W. 47 AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

FORT LAUDERDALE, FL 33314

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/22/2012

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

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	(D)	Price
Common Stock	05/17/2012		M		20,000	A	\$ 1.83
Common Stock	05/17/2012		G ⁽²⁾		20,000	D	\$ 0
Common Stock	05/17/2012		G ⁽²⁾		20,000	A	\$ 0
					4,262,628	I	

By Dornau Family, LLC ⁽³⁾

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.83	05/17/2012		M	20,000	<u>(4)</u> 05/17/2012	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORNAU PETER G 4041 S.W. 47 AVENUE FORT LAUDERDALE, FL 33314	X	X	Chairman, President & CEO	

Signatures

/s/ Peter G. Dornau 06/04/2012

**Signature of Reporting Person Date

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).

The amount of securities beneficially owned following the reported transactions has been adjusted to eliminate 159,000 shares underlying (1) the vested portion of outstanding options, which previously were inadvertently included in the amount, and to add 161,930 shares held in street name, which previously were inadvertently excluded from that amount.

(2) The reporting person transferred the shares to the Peter Dornau Family, LLC, a Florida limited liability company of which the reporting person, his wife, son, and daughter are the members and the reporting person is the sole managing member.

(3) The reporting person disclaims beneficial ownership of Issuer common stock held by the Peter Dornau Family, LLC except to the extent of his pecuniary interest therein.

(4) The option vested in five equal installments on May 17, 2008, 2009, 2010, 2011, and 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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