Edgar Filing: AXIS TECHNOLOGIES GROUP INC - Form 4

AXIS TECHNOLOGIES GROUP INC Form 4 March 05, 2010 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Gruenewald Mark Bryan Issuer Symbol AXIS TECHNOLOGIES GROUP (Check all applicable) INC [AXTG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 4215 S 147TH PLAZA APT# 102 03/04/2010 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **OMAHA, NE 68137** Person (Zip) (City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 6. Ownership 7. Nature of 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) AXTG Common S 10,000 D D 03/04/2010 10,577,563 0 14 Stock AXTG 10,571,563 Common S 6.000 D D 03/04/2010 Stock AXTG D Common 03/05/2010 S 300 10,571,263 D Stock

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)

| 1. Title c Derivativ | | 3. Transaction Date (Month/Day/Year) | | 4. Transacti | 5. onNumber | 6. Date Exerce Expiration D | | 7. Title Amou | | 8. Price of Derivative | 9. Nu Deriv |
|-------------------------|-------------|---|-------------------------|--------------------|---|--------------------------------|--------------------|------------------|--|---------------------------|---|
| Security (Instr. 3) | or Exercise | (| any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/ e | | Under Securi | lying | Security (Instr. 5) | Secur Bene Owno Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | | |
|--|------|---------------|-----------|---------|-------|--|--|--|--|
| | | | 10% Owner | Officer | Other | | | | |
| Gruenewald Mark Bryan 4215 S 147TH PLAZA OMAHA, NE 68137 | | Х | | | | | | | |
| Signatures | | | | | | | | | |
| Mark B | | | | | | | | | |
| Gruenewald 03/05/20 | |)10 | | | | | | | |
| <u>**</u> 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).

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.