

Lewis William Austin IV
 Form 4
 April 08, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Lewis William Austin IV

(Last) (First) (Middle)

C/O LEWIS ASSET
 MANAGEMENT CORP., 45
 ROCKEFELLER PLAZA, SUITE
 2570

(Street)

NEW YORK, NY 10111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Aftersoft Group [ASFG]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/06/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	04/06/2010		A		6,667 (1) \$ 0.075	A	3,446,882 D
Common Stock	04/06/2010		A		15,152 (2) \$ 0.075	A	3,462,034 D
Common Stock	04/06/2010		A		5,500 (3) \$ 0.075	A	3,467,534 D
Common Stock	04/06/2010		J		62,500 (4) \$ 0.08	A	3,530,034 D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: Lewis William Austin IV, C/O LEWIS ASSET MANAGEMENT CORP., 45 ROCKEFELLER PLAZA, SUITE 2570, NEW YORK, NY 10111. Relationships: Director (X), 10% Owner (X).

Signatures

/s/ William Austin
Lewis IV 04/08/2010
**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).
(1) The shares were received as compensation for Mr. Lewis' service as a member of the Board of Directors of the Issuer for fiscal 2009, pursuant to the Company's previously disclosed director compensation plan and granted under the Company's 2007 Long-Term Stock Incentive Plan.
(2) The shares were received as compensation for Mr. Lewis' service as a member of the Board of Directors of the Issuer for fiscal 2010, pursuant to the Company's previously disclosed director compensation plan and granted under the Company's 2007 Long-Term Stock Incentive Plan.
(3)

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Represents the vested portion of an award of 25,000 restricted shares of common stock that vests over a 3 year period. 34% of such shares, or 8,500 shares, vested immediately on the date of grant. The remaining 66% of the shares vest in three equal installments of 5,500 shares each, on each of the first, second and third anniversaries of the grant date.

(4) Represents shares issued to Mr. Lewis in lieu of his cash compensation for 2010 Board and committee service.

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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