

MICHALOPOULOS PANOS G
 Form 4
 March 10, 2010

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 *
 MICHALOPOULOS PANOS G

2. Issuer Name and Ticker or Trading Symbol
 IMAGE SENSING SYSTEMS INC
 [isns]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

500 SPRUCE TREE CENTRE, 1600 UNIVERSITY AVE WEST

03/08/2010

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ST PAUL, MN 55104-3825

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | | (A) or (D) | Price | | | | |
| Common stock | 03/08/2010 | | S | 250 | D | \$ 13.25 | 294,048 | I | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| Common stock | 03/09/2010 | | S | 600 | D | \$ 13.85 | 293,448 | I | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| | 03/09/2010 | | S | 200 | D | | 293,248 | I | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|---|
| Common stock | | | | | \$ 13.88 | | | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| Common stock | 03/09/2010 | S | 200 | D | \$ 13.97 | 293,048 | I | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| Common stock | 03/09/2010 | S | 2 | D | \$ 14 | 293,046 | I | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| Common stock | 03/09/2010 | S | 1,100 | D | \$ 14.06 | 291,946 | I | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| Common stock | 03/09/2010 | S | 198 | D | \$ 14.07 | 291,748 | I | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| Common stock | 03/09/2010 | S | 344 | D | \$ 14.08 | 291,404 | I | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| Common stock | 03/09/2010 | S | 150 | D | \$ 14.1 | 291,254 | I | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| Common stock | 03/09/2010 | S | 800 | D | \$ 14.15 | 290,454 | I | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| Common stock | 03/09/2010 | S | 556 | D | \$ 14.16 | 289,898 | I | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| | 03/09/2010 | S | 200 | D | | 289,698 | I | |

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| | | | | | | | | | | |
|--------------|------------|--|---|-------|----|--------|---------|---|--|---|
| Common stock | | | | | \$ | 14.17 | | | | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |
| Common stock | 03/10/2010 | | M | 4,600 | A | \$ 7.5 | 294,298 | I | | Transatlantic Emporium & Tech Exchange LLC ⁽¹⁾ |

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non plan stock options | \$ 7.5 | 03/10/2010 | | M | 4,600 | 05/01/2000 05/01/2010 | Common stock | 4,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MICHALOPOULOS PANOS G 500 SPRUCE TREE CENTRE 1600 UNIVERSITY AVE WEST ST PAUL, MN 55104-3825 | X | | | |

Signatures

/s/ Joanne Ritter, Attorney in Fact for Panos
Michalopoulos

03/10/2010

__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) owned by reporting person

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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