

MILESTONE SCIENTIFIC INC.
Form 4
December 27, 2016

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 *
D'Agostino Joseph

2. Issuer Name and Ticker or Trading Symbol
MILESTONE SCIENTIFIC INC.
[MLSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2016

____ Director
 Officer (give title below) _____ Other (specify below)
CFO & COO

C/O MILESTONE SCIENTIFIC INC., 220 SOUTH ORANGE AVENUE

(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

LIVINGSTON, NJ 07039

(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)
Common Stock	12/27/2016		M	V 277,778 A \$ 0.36	1,210,318 ⁽¹⁾	D	

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock	\$ 0.36	12/27/2016		M	277,778	(2)	12/31/2016	Common Stock, par value \$0.00	277,778
Options to purchase common stock	\$ 1.72					(4)	02/04/2021	Common Stock, par value \$0.001 per share	133,140
Options to purchase common stock	\$ 1.28					(2)	12/31/2017	Common Stock, par value \$0.001 per share	78,126
Options to purchase common stock	\$ 1.5					(2)	12/31/2018	Common Stock, par value \$0.001 per share	66,666
Options to purchase common stock	\$ 2.09					(5)	11/11/2019	Common Stock, par value \$0.001 per share	150,000
Options to purchase common stock	\$ 2.03					(6)	11/20/2019	Common Stock, par value \$0.001 per share	49,261

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Agostino Joseph C/O MILESTONE SCIENTIFIC INC.			CFO & COO	

220 SOUTH ORANGE AVENUE
LIVINGSTON, NJ 07039

Signatures

/s/ Joseph

D'Agostino

12/27/2016

 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) 166,201 of these shares are issuable to the reporting person at the termination of employment.
- (2) Immediately.
- (3) Not applicable.
- (4) These options are exercisable as follows: (i) immediately for 44,380 shares on the date of grant (2-4-16); and (ii) for an additional 1/3 of the 88,760 remaining shares on each of the 1st through 3rd anniversaries of the date of grant.
- (5) These options are exercisable as follows: (i) immediately for 116,667 shares; and (ii) for an additional 33,333 on the 3rd anniversary of the (11-11-14) date of grant.
- (6) These options are exercisable as follows: (i) immediately for 38,315 shares; and (ii) for an additional 10,946 on the 3rd anniversary of the (11-20-14) date of grant.

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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