

Julia Dean L.
Form 4/A
April 26, 2013

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 *
Julia Dean L.

2. Issuer Name and Ticker or Trading Symbol
ACE MARKETING & PROMOTIONS INC [AMKT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
600 OLD COUNTRY RD., STE. 541
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2013

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

GARDEN CITY, NY 11530
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
03/06/2013

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Disposed of (D) | | Date Exercisable | Expiration Date | Title | Ar Nu Sh |
|------------------------------------|------------------------------|------------------|------------|---|-----------------|-----|------------------|-----------------|--------------|----------------|
| | | | Code | V | (A) | (D) | | | | |
| Common Stock Options | \$ 0.38 | 03/01/2013 | A | | 100,000 | | 03/01/2013 | 03/01/2023 | Common Stock | 10 |
| Common Stock Options <u>(2)</u> | \$ 0.8 | 03/01/2013 | E | | 50,000 | | 03/01/2008 | 03/01/2013 | Common Stock | 5 |
| Common Stock Options | \$ 0.38 | 03/01/2013 | A | | 50,000 | | 03/01/2013 | 03/01/2018 | Common Stock | 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Julia Dean L. 600 OLD COUNTRY RD., STE. 541 GARDEN CITY, NY 11530 | X | | CO CEO | |

Signatures

/s/ Dean Julia 04/26/2013

__Signature of Date
Reporting Person

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) Not applicable

(2) These options were to expire on March 1, 2013; however, they were extended to March 1, 2018 and the exercise price was lowered to \$.38 per share. Nevertheless, this form treats the options as if the original options expired and replacement options were granted.

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.