

Barry Timothy T.  
Form 4  
March 01, 2011

**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 \*  
Barry Timothy T.

(Last) (First) (Middle)

C/O METALLINE MINING COMPANY, 885 WEST GEORGIA STREET, SUITE 2200

(Street)

VANCOUVER B.C., A1 V6C 3E8

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
METALLINE MINING CO [MMG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2011

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)  
President & CEO

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)
Common Stock				(A) or (D)	688,000	D	

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)**

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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
Stock Option (1)	\$ 0.72					09/01/2010	08/23/2015			Common Stock	500,000 (1)
Stock Option (2)	\$ 1.05	02/25/2011		A	250,000	02/25/2011	02/25/2016			Common Stock	250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barry Timothy T. C/O METALLINE MINING COMPANY 885 WEST GEORGIA STREET, SUITE 2200 VANCOUVER B.C., A1 V6C 3E8			President & CEO	

## Signatures

/s/ Timothy Barry  
02/28/2011

\_\_\_\_\_  
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) Options granted on August 23, 2010 pursuant to Metalline's 2010 Stock Option Plan. 166,667 shares underlying the option vested on September 1, 2010; 166,667 vest on August 23, 2011; and the final 166,666 vest on August 23, 2012. This transaction was exempt from Section 16(b) of the 1934 Act pursuant to Rule 16b-3
- (2) Options granted on February 25, 2011 pursuant to Metalline's 2010 Stock Option Plan. 83,333 shares underlying the option vested upon grant; 83,333 vest on February 25, 2012; and the final 83,334 vest on February 25, 2013. This transaction was exempt from Section 16(b) of the 1934 Act pursuant to Rule 16b-3

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.