

Rubin Steven D
 Form 4
 October 29, 2012

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 *
 Rubin Steven D

2. Issuer Name and Ticker or Trading Symbol
 SafeStitch Medical, Inc. [SFES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4400 BISCAYNE BLVD, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
 10/25/2012

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

(Street)
 MIAMI, FL 33137

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

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)	Price		
Common Stock	10/25/2012		X	V	Amount \$ 785,383	A	The Frost Group LLC ⁽¹⁾
Common Stock					240,128	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)

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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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)		Date Exercisable	Expiration Date		
Warrants	\$ 0.25	10/25/2012		X	V	(A)	(D)	09/04/2007	09/04/2017	Common Stock	785,383

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rubin Steven D 4400 BISCAYNE BLVD SUITE 1500 MIAMI, FL 33137		X		

Signatures

/s/ Steven D.
Rubin

10/29/2012

__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) These securities are held by The Frost Group, LLC, of which the Reporting Person is a member. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein. Immediately following the exercise of the warrant, The Frost Group, LLC distributed these 785,383 shares of common stock to its members. In such distribution, the Reporting Person received 4,028 shares of common stock, and the other members received the balance of the shares.
- (2) These securities are held by The Frost Group, LLC, of which the Reporting Person is a member. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.

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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