#### PRECISION OPTICS CORPORATION, INC.

Form 4

November 05, 2015

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### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* AWM Investment Company, Inc.

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PRECISION OPTICS CORPORATION, INC. [PEYE] (Check all applicable)

(Last) (First)

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

Filed(Month/Day/Year)

11/03/2015

Director Officer (give title below)

10% Owner Other (specify

527 MADISON AVENUE, SUITE 2600

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

7. Nature of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Indirect (I) Following (Instr. 4) Reported (Instr. 4) (A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 2,500 S 11/03/2015 D (2) Stock

\$ 0.5 1,133,499 (2) I (2) (1)

By Limited **Partnerships** 

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	TT:41	or		
						Exercisable	Date	Title	Number		
				Code V	(A) (D)				of Shares		
				Code v	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1 0	Director	10% Owner	Officer	Other	
AWM Investment Company, Inc. 527 MADISON AVENUE SUITE 2600 NEW YORK, NY 10022		X			

# **Signatures**

Adam Stettner 11/05/2015

\*\*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) This is a weighted average price.
  - AWM Investment Company, Inc., a Delaware Corporation (AWM), is the investment adviser to Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (CAYMAN) and Special Situations Private Equity Fund, L.P. (PE and together with QP and CAYMAN, the Funds). As the investment adviser to the Funds, AWM holds sole voting and investment power over 834,319 shares of
- (2) Common Stock of the Issuer (the Shares) held by QP, 1 Shares held by CAYMAN and 299,179 Shares held by PE. Austin W. Marxe (Marxe), David M. Greenhouse (Greenhouse) and Adam C. Stettner (Stettner) are the controlling principals of AWM. The reporting person disclaims beneficial ownership of the Shares, except to the extent of its pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.

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