

ARRHYTHMIA RESEARCH TECHNOLOGY INC /DE/

Form 4/A

February 14, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
WALTER PAUL

(Last) (First) (Middle)

**C/O ARRHYTHMIA RESEARCH
TECHNOLOGY INC., 25 SAWYER
PASSWAY**

(Street)

FITCHBURG, MA 01420

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**ARRHYTHMIA RESEARCH
TECHNOLOGY INC /DE/ [HRT]**3. Date of Earliest Transaction
(Month/Day/Year)
05/19/20114. If Amendment, Date Original
Filed(Month/Day/Year)
06/08/20115. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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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 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)		8.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 9.86	05/19/2011	05/19/2011	A		10,000		<u>(1)</u>	05/19/2021	Common Stock	10,000
Stock Option	\$ 5.73	06/06/2011	06/06/2011	A		10,000		<u>(2)</u>	06/06/2021	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WALTER PAUL
C/O ARRHYTHMIA RESEARCH TECHNOLOGY INC.
25 SAWYER PASSWAY
FITCHBURG, MA 01420

X

Signatures

David A. Garrison, attorney-in-fact for Paul
Walter

02/14/2012

__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) The option holder may exercise purchase rights for 2,000 shares on or after 05/19/2012, and 2,000 each on or after anniversary date each year until 10,000 are exercised.
- (2) The option holder may exercise purchase rights for 2,000 shares on or after 06/06/2012, and 2,000 each on or after anniversary date each year until 10,000 are exercised.

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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