

HAMILTON FRED  
Form 4  
May 13, 2010

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAMILTON FRED

2. Issuer Name **and** Ticker or Trading  
Symbol  
FORWARD INDUSTRIES INC  
[FORD]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1801 GREEN ROAD, SUITE E

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/11/2010

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

POMPANO BEACH, FL 33064

(City) (State) (Zip)

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)
Forward Industries Common Stock	05/11/2010		M	20,000	A \$ 2 (1)	20,000	D
Forward Industries Common Stock	05/11/2010		F	9,457 (2)	D \$ 4.23 (3)	10,543 (4)	D

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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 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 Share
Forward Industries Common Stock Option	\$ 1.8	05/11/2010		M	10,000	02/11/2010 02/11/2019	Forward Industries Common Stock 10,000
Forward Industries Common Stock Option	\$ 2.2	05/11/2010		M	10,000	02/14/2009 02/14/2018	Forward Industries Common Stock 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMILTON FRED 1801 GREEN ROAD, SUITE E POMPANO BEACH, FL 33064	X			

## Signatures

James McKenna, by Power of Attorney  
05/13/2010  
\*\*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) 10,000 acquired for \$1.80 per share via stock option exercise 10,000 acquired for \$2.20 per share via stock option exercise
- (2) 9,457 shares were withheld as payment of exercise price (\$40,000) for 20,000 options (10,000 with a strike price of \$1.80 and 10,000 with a strike price of \$2.20). The number of shares withheld was calculated using the closing stock price on the date of exercise, which

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was \$4.23 on May 11, 2010.

(3) Per the closing stock price on the date of exercise, May 11, 2010.

(4) Represents the net amount of shares issued upon exercise.

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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