BSQUARE CORP/WA Form 4 May 15, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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).

Stock

(Print or Type Responses)

	1. Name and AcCROWLEY	ldress of Reporting F BRIAN	Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
				BSQUARE CORP /WA [BSQR]				(Check all applicable)			
	(Last)	(First) (M	fiddle) 3. Date	of Earliest Tr	ansaction						
110 - 110TH AVE., NE, SUITE 200			`	(Month/Day/Year) 05/14/2012			_X_ Director _X_ Officer (gives below)		Owner er (specify		
		(Street)	4. If An	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	BELLEVUE	, WA 98004		Filed(Month/Day/Year)				Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person			
	(City)	(State) ((Zip) Ta	ole I - Non-D	erivative	Secur	ities Aco	quired, Disposed o	of, or Beneficial	ly Owned	
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of	
	Security	(Month/Day/Year)	Execution Date, i	Transacti	on(A) or D			Securities	Form: Direct	Indirect	
(Instr. 3)			any	Code	(D)	(D)		Beneficially	(D) or	Beneficial	
			(Month/Day/Year	(Instr. 8)	(Instr. 3,	(A) or	5) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
	Common	05/14/2012					\$	142 165	D		
	Stock	05/14/2012		F	48 <u>(1)</u>	D	2.63	143,165	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

2.63

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
CROWLEY BRIAN 110 - 110TH AVE., NE SUITE 200 BELLEVUE, WA 98004	X		President and CEO				

Signatures

/s/ Brian T.
Crowley

**Signature of Reporting Person

O5/15/2012

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) Represents shares that were withheld to pay the minimum tax liability for the restricted stock units that vested on May 14, 2012.

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.

Reporting Owners 2