

STAFFORD JOHN S III  
Form SC 13G/A  
April 28, 2009

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934\*  
(Amendment No. 2)\*

Aware, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

05453N-10-0  
(CUSIP Number)

April 24, 2009  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13G

CUSIP No.  
05453N-10-0

- 1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
John S. Stafford, III
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.A.
- |              |   |                          |  |
|--------------|---|--------------------------|--|
|              | 5 | SOLE VOTING POWER        |  |
|              |   | 2,100,598                |  |
| NUMBER OF    | 6 | SHARED VOTING POWER      |  |
| SHARES       |   | 0                        |  |
| BENEFICIALLY |   |                          |  |
| OWNED BY     | 7 | SOLE DISPOSITIVE POWER   |  |
| EACH         |   | 2,100,598                |  |
| REPORTING    |   |                          |  |
| PERSON WITH  | 8 | SHARED DISPOSITIVE POWER |  |
|              |   | 0                        |  |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,100,598
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
10.62%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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CUSIP No.  
05453N-10-0

Item Name of Issuer:

1(a).

Aware, Inc.

Item Address of Issuer's Principal Executive Offices:

1(b).

40 Middlesex Turnpike  
Bedford, MA 01730

Item Name of Person Filing:

2(a).

John S. Stafford, III

Item Address of Principal Business Office or, if none, Residence:

2(b).

230 South LaSalle Street, Suite 400  
Chicago, IL 60604-1408

Item Citizenship:

2(c).

U.S.A.

Item Title of Class of Securities:

2(d).

Common Stock, \$.01 par value per share

Item CUSIP Number:

2(e).

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Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

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- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) o A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Not Applicable

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CUSIP No.  
05453N-10-0

Item 4. Ownership

- (a) Amount beneficially owned:  
2,100,598 shares
- (b) Percent of class:  
10.62%

This percentage of beneficial ownership is based on a total of 19,780,952 shares of the Common Stock outstanding as of April 24, 2009, as reported in the most recent tender offer statement of the Issuer on Schedule TO/A, dated April 24, 2009.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 2,100,598
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 2,100,598
  - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item Certification:  
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated:

April 28, 2009

/s/ John S. Stafford, III  
Name: John S. Stafford, III