

GAIAM, INC
Form 4
October 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sutherland Paul Howard

(Last) (First) (Middle)

833 WEST SOUTH BOULDER ROAD

(Street)

LOUISVILLE, CO 80027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GAIAM, INC [GAIA]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	01/31/2014		G ⁽¹⁾	V 4,985 D \$ 0 1,150		D	
Class A Common Stock	01/31/2014		G ⁽¹⁾	V 4,985 A \$ 0 20,952		I	By trust
Class A Common Stock	02/14/2014		G	V 510 D \$ 0 640		D	
Class A Common	02/14/2014		G ⁽¹⁾	V 90 D \$ 0 550		D	

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Stock										
Class A Common Stock	02/14/2014		G ⁽¹⁾	V	90	A	\$ 0	21,042	I	By trust
Class A Common Stock	08/12/2014		G ⁽²⁾	V	150	D	\$ 0	400	D	
Class A Common Stock	08/12/2014		G ⁽²⁾	V	150	A	\$ 0	550	D ⁽³⁾	
Class A Common Stock	09/30/2014		A		4,223	A	<u>(4)</u>	4,773	D	
Class A Common Stock								5,900	I ⁽⁵⁾	By FIMgroup
Class A Common Stock								4,000	I ⁽⁵⁾	By FIMgroup 401(k) Plan

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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sutherland Paul Howard 833 WEST SOUTH BOULDER ROAD LOUISVILLE, CO 80027	X			

Signatures

/s/ Stephen J. Thomas Attorney-in-Fact for Paul H. Sutherland 10/02/2014

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) Gifted to a revocable trust for which the reporting person serves as the trustee and the beneficiaries of which include members of the reporting person's immediate family.
- (2) This transaction involved a gift of securities by the reporting person to his son.
- (3) The reporting person jointly owns with his son 150 shares of Gaiam, Inc. Class A Common Stock reported herein.
- (4) Issued in consideration for director services.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 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.