

Peri Steven B  
 Form 4  
 September 18, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Peri Steven B

2. Issuer Name and Ticker or Trading Symbol  
 GLOWPOINT, INC. [GLOW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 430 MOUNTAIN AVENUE, SUITE 301

3. Date of Earliest Transaction (Month/Day/Year)  
 09/04/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP & General Counsel

(Street)  
 MURRAY HILL, NJ 07974

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

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 09/04/2012                           |  |                                | A   | 150,000   | A  | \$ 0<br><u>(1)</u>                |
|                                 |                                      |  |                                |   | 150,000   | D  |                                   |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 3.02  | 09/04/2012                           |  | A                              | 50,000  | (2) 09/04/2022   | Common Stock  | 50,000                        |
| Stock Option (right to buy)                | \$ 3.47  | 09/04/2012                           |  | A                              | 50,000  | (2) 09/04/2022   | Common Stock  | 50,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| Peri Steven B<br>430 MOUNTAIN AVENUE, SUITE 301<br>MURRAY HILL, NJ 07974 |               |           | Executive VP<br>& General<br>Counsel |       |

## Signatures

/s/ Steven B. Peri 09/18/2012

\_\_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) These shares of restricted stock were granted in connection with the reporting person's appointment as Executive Vice President, General Counsel and Secretary of the issuer and without payment of consideration pursuant to the issuer's 2007 Stock Incentive Plan. These shares will vest upon the earlier to occur of (i) the issuer's Change of Control or Corporate Transaction (each as defined in the issuer's 2007 Stock Incentive Plan) and (ii) the tenth anniversary of the date of the award.

(2) These options were granted in connection with the reporting person's appointment as Executive Vice President, General Counsel and Secretary of the issuer and without payment of consideration pursuant to the issuer's 2007 Stock Incentive Plan. These options will vest upon the earlier to occur of (i) the issuer's Change of Control or Corporate Transaction (each as defined in the issuer's 2007 Stock Incentive Plan) and (ii) the tenth anniversary of the date of the award.

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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