

DecisionPoint Systems, Inc.
 Form 4
 February 10, 2015

FORM 4

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

OMB APPROVAL

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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 *
SCHROEDER ROBERT C

 (Last) (First) (Middle)
C/O DECISIONPOINT SYSTEMS, INC., 8697 RESEARCH DRIVE

 (Street)
IRVINE, CA 92618

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DecisionPoint Systems, Inc. [DPSI]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/31/2014

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	0	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 Security (Instr. 3 and 4)	8. An	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares	
Series D Convertible Preferred Stock	\$ 0.71	12/20/2012		P		4,000	12/20/2012	(1)	Common Stock	5
Warrants (Right to Buy)	\$ 1.1	12/31/2012		A		126,750	12/31/2012	12/31/2017	Common Stock	12
Series E Convertible Preferred Stock	\$ 0.5	11/12/2013		P		2,000	11/12/2013	(1)	Common Stock	4
Warrants (Right to Buy)	\$ 0.55	11/22/2013		A		120,700	11/22/2013	11/22/2018	Common Stock	12
Non-qualified Stock Options (right to buy)	\$ 0.53	01/02/2014		A		18,868	12/31/2014	01/02/2017	Common Stock	1
Series D Convertible Preferred Stock	\$ 0.71	04/22/2014		J(2)		148	04/22/2014	(1)	Common Stock	2
Series E Convertible Preferred Stock	\$ 0.5	04/22/2014		J(3)		37	04/22/2014	(1)	Common Stock	
Stock Options (right to buy)	\$ 0.46	06/30/2014		A		111,740	06/30/2014	06/30/2017	Common Stock	1
Stock Options (right to buy)	\$ 0.4	09/30/2014		A		13,500	09/30/2014	09/30/2017	Common Stock	1
Stock Options (right to buy)	\$ 0.38	12/31/2014		A		14,211	12/31/2014	12/31/2017	Common Stock	1

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

SCHROEDER ROBERT C
C/O DECISIONPOINT SYSTEMS, INC.
8697 RESEARCH DRIVE
IRVINE, CA 92618

Signatures

/s/ Robert C.
Schroeder

02/10/2015

__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) The Series D Convertible Preferred Stock and Series E Convertible Preferred Stock may be converted into shares of Common Stock by the holder at any time and has no expiration date.
- (2) Reflects dividend made to holders of Series D Convertible Preferred Stock that was paid (issued) in shares of Series D Convertible Preferred Stock.
- (3) Reflects dividend made to holders of Series E Convertible Preferred Stock that was paid (issued) in shares of Series E Convertible Preferred Stock.

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.