

CZARNECKI GERALD M  
Form 4  
October 13, 2010

**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 \*  
CZARNECKI GERALD M

2. Issuer Name and Ticker or Trading Symbol  
MAM SOFTWARE GROUP, INC.  
[MAMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MAPLE PARK, MAPLE COURT

10/07/2010

(Street)

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

BARNESLEY, X0 S75 3DP

(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 Price (D)		
Common Stock	10/07/2010		A	(1)	8,486 \$ 0.08	D	
Common Stock	10/07/2010		A	(2)	17,235 \$ 0.08	D	
Common Stock	10/07/2010		A	(3)	23,698 \$ 0.08	D	
Common Stock	10/07/2010		J	(4)	63,194 \$ 0.09	D	

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

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(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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CZARNECKI GERALD M MAPLE PARK, MAPLE COURT BARNESLEY, X0 S75 3DP		X		

## Signatures

/s/ Gerald  
Czarnecki

10/12/2010

\*\*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 shares were received as compensation for Mr. Czarnecki's service as a member of the Board of Directors of the Issuer for fiscal 2008, pursuant to the Company's previously disclosed director compensation plan and the terms of Mr. Czarnecki's director retainer agreement and were granted under the Company's 2007 Long-Term Stock Incentive Plan. The acquisition reflects the number of restricted shares vested (13,056), net of the shares withheld for taxes (4,570) on the transaction.

(2) The shares were received as compensation for Mr. Czarnecki's service as a member of the Board of Directors of the Issuer for fiscal 2009, pursuant to the Company's previously disclosed director compensation plan and the terms of Mr. Czarnecki's director retainer agreement and were granted under the Company's 2007 Long-Term Stock Incentive Plan. The acquisition reflects the number of restricted shares vested (26,515), net of the shares withheld for taxes (9,280) on the transaction.

(3)

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The shares were received as compensation for Mr. Czarnecki's service as a member of the Board of Directors of the Issuer for fiscal 2010, pursuant to the Company's previously disclosed director compensation plan and the terms of Mr. Czarnecki's director retainer agreement and were granted under the Company's 2007 Long-Term Stock Incentive Plan. The acquisition reflects the number of restricted shares vested (36,458), net of the shares withheld for taxes (12,760) on the transaction.

- (4) Represents shares issued to Mr. Czarnecki in lieu of his cash compensation (net of taxes) for Board and committee service during the quarter ending September 30, 2010. The acquisition reflects the total number of restricted shares issued (97,222), net of the shares withheld for taxes (34,028) on the transaction.

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.