

Wasserman Frederick Gerald
 Form 4
 October 13, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Wasserman Frederick Gerald

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)
 10/07/2010

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

4 NOBADEER DRIVE

(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

PENNINGTON, NJ 08534

(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 or Price (A) or (D)		
Common Stock	10/07/2010		A		9,167 (1) \$ 0.08	A	210,183 D
Common Stock	10/07/2010		A		17,045 (2) \$ 0.08	A	227,228 D
Common Stock	10/07/2010		A		23,438 (3) \$ 0.08	A	250,666 D

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

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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 Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wasserman Frederick Gerald 4 NOBADEER DRIVE PENNINGTON, NJ 08534	X			

Signatures

/s/ Frederick Wasserman 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. Wasserman'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 granted under the Company's 2007 Long-Term Stock Incentive Plan.

(2) The shares were received as compensation for Mr. Wasserman'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 granted under the Company's 2007 Long-Term Stock Incentive Plan.

(3) The shares were received as compensation for Mr. Wasserman'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 granted under the Company's 2007 Long-Term Stock Incentive Plan.

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.