MILESTONE SCIENTIFIC INC.
Form 4
March 24, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
D'Agostino Joseph

(Last) (First) (Middle)

C/O MILESTONE SCIENTIFIC INC., 220 SOUTH ORANGE AVENUE

(Street)

LIVINGSTON, NJ 07039

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MILESTONE SCIENTIFIC INC. [MLSS.OB]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CFO & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	08/15/2014		M		50,000 (1)	A	$ 1.15 (2)	566,339	D	
Common stock	11/11/2014		A		75,000 (1)	A	$ 0 (2)	641,339	D	
Common stock	11/20/2014		A		24,631 (1)	A	$ 0 (2)	665,970	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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Options to purchase common stock	$ 1							(3)	12/20/2015	Common Stock, par value $.001 per share	100
Options to purchase common stock	$ 1							(3)	12/20/2015	Common Stock, par value $.001 per share	100
Options to purchase common stock	$ 0.36							(3)	12/31/2016	Common Stock, par value $.001 per share	277
Options to purchase common stock	$ 1.28							(3)	12/31/2017	Common Stock, par value $.001 per share	78,
Options to purchase common stock	$ 1.5							(4)	12/31/2018	Common Stock, par value $.001 per share	66,
Options to purchase common stock	$ 1.15	08/15/2014		M			50,000	(3)	09/01/2014	Common Stock, par value $.001 per share	50,
Options to	$ 2.09	11/11/2014		A		150,000		(5)	11/11/2019	Common Stock, par	150

purchase common stock								value $.001 per share	
Options to purchase common stock	$ 2.03	11/20/2014		A	49,261	(6)	11/20/2019	Common Stock, par value $.001 per share	49,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Agostino Joseph C/O MILESTONE SCIENTIFIC INC. 220 SOUTH ORANGE AVENUE LIVINGSTON, NJ 07039			CFO & COO	

Signatures

/s/ Joseph D'Agostino	03/24/2015
**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) These shares of common stock are issuable to the reporting person at the termination of employment.

(2) Not applicable.

(3) Immediately.

(4) These options are exercisable as follows: (i) immediately for 44,444 shares and (ii) for an additional 22,222 on the 12-31-15.

(5) These options are exercisable as follows: (i) immediately for 50,001 shares; and (ii) for an additional 33,333 on each of the 1st through third anniversaries of the (11-11-14) date of grant.

(6) These options are exercisable as follows: (i) immediately for 16,423 shares; and (ii) for an additional 10,946 on each of the 1st through third anniversaries of the (11-20-14) date of grant.

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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