

SUTRON CORP  
Form 5  
May 20, 2014

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
McQuivey Raul S

(Last) (First) (Middle)  
  
22400 DAVIS DRIVE  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
SUTRON CORP [STRN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2012

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)  
Chairman, President, CEO

6. Individual or Joint/Group Reporting

(check applicable line)

STERLING, VA 20164

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4)             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Amount Price   |  |   |
| Common Stock                    | 12/21/2012                           | VA   | G4                             | 10,000 D  | \$ (1) 882,686   | I  | By Raul S. McQuivey Trust dated 3/24/1999 (2) |
| Common Stock                    | 08/06/2012                           | VA   | O4                             | 110,000 A   | \$ 0.55 882,686  | D  | VA  |

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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)<br>(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) |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|
|  |  |                                      |  |                                | (A)  | (D)     | Date Exercisable   | Expiration Date |   |
| Restricted Stock Unit (RSU)                | Â  | 05/09/2012                           | Â  | A4                             | 6,000  | Â       | Â (4)  | Â (4)           | Common Stock  |
| Option                                     | \$ 0.55  | 08/06/2012                           | Â  | O4                             | Â  | 110,000 | Â (6)  | 10/18/2012      | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| McQuivey Raul S<br>22400 DAVIS DRIVE<br>STERLING, VA 20164 | Â X           | Â         | Â Chairman, President, CEO | Â     |

## Signatures

/s/ Raul S. McQuivey  
05/20/2014

\*\*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) Transaction amount represents a bona fide gift contribution to the Church of Jesus Christ of Latter Day Saints.
- (2) Mr. McQuivey holds 302,500 shares of Sutron Corp common stock through the Raul S. McQuivey Trust dated 3/24/1999 following the transaction reported in Table I.
- (3) Each restricted stock unit is the economic equivalent of one share of Sutron Corp common stock.  
Represents the conversion upon vesting of Restricted Stock Units into common stock. On May 9, 2012, the reporting person was granted 6,000 Restricted Stock Units, of which two blocks of Restricted Stock Units representing 1/4 of the original May 9, 2012 grant each are eligible for vesting and conversion on January 1, 2013. The remaining two blocks of Restricted Stock Units representing 1/4 of the original May 9, 2012 grant each are eligible for vesting and conversion on January 1, 2014.
- (5) Figure represents 110,000 options granted on October 18, 2012, under the Issuer's 2002 Stock Option Plan and Stock Option Agreement, and 6,000 restricted stock units granted on May 9, 2012.

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- (6) Vests 22,000 shares (20%) in five installments on October 18, 2003, October 18, 2004, October 18, 2005, October 18, 2006, and October 18, 2007.
- (7) Options granted on October 18, 2002, under the Issuer's 2002 Stock Option Plan and Stock Option Agreement.
- (8) Figure represents 6,000 Restricted Stock Units granted on May 9, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.