DALTON JOHN W Form 4 November 16, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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(b).

Award

(Print or Type Responses)

1. Name and Ado DALTON JO	Symbol	2. Issuer Name and Ticker or Trading Symbol SHARPS COMPLIANCE CORP				5. Relationship of Reporting Person(s) to Issuer			
		[SMED]					(Chec	ck all applicable	s)
(Last)	(First) (Mi	ddle) 3. Date of (Month/D		arliest Transaction (Year)			_X_ Director Officer (give below)		Owner er (specify
2302 FANNII	N, SUITE 550	11/15/20)18				below)	ociow)	
		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON,	TX 77002							More than One Re	
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative Se	ecuritie	es Acq	uired, Disposed o	f, or Beneficial	ly 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. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	of	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)
Stock	11/15/2018		Δ	12,748	Δ	\$ 0	1 131 648 (2)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable	-	Title Numbe of	Number		
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer Other				
DALTON JOHN W 2302 FANNIN SUITE 550 HOUSTON, TX 77002	X						

Signatures

Brian Massey 11/16/2018

**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).
- Grant of restricted shares for the Company's common stock issued under the 2010 Sharps Compliance Stock Plan per the Sharps Compliance Non-Employee Directors and Committee Compensation. The grant represents the equity portion of the non-employee
- (1) director and committee compensation services to be provided October 1, 2017-September 30, 2018. The restricted shares are subject to the terms and conditions of the underlying Restricted Stock Award Agreement and vest as follows: 25% on December 31, 2018, 25% on March 31, 2019, 25% on June 30, 2019 and 25% on September 30, 2019.
- (2) Amount of securities beneficially owned following the reported transaction includes Common Stock and Restricted Stock Awards.

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.

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