

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|--------------------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* BARNES JAMES A | | | 2. Issuer Name and Ticker or Trading Symbol Parametric Sound Corp [PAMT] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO, Treasurer and Secretary | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2011 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 1941 RAMROD AVENUE, #100 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | HENDERSON NV 89014 | | | | | | | |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/30/2011 | | M | | 182,000 ⁽¹⁾ | A | \$0.3 | 182,000 | I | By Syzygy Licensing LLC |
| Common Stock | 06/30/2011 | | A | | 59,836 ⁽²⁾ | A | \$0.7 | 241,836 | I | By Syzygy Licensing LLC |
| Common Stock | | | | | | | | 215,000 | I | By Family Trust |
| Common Stock | | | | | | | | 230,000 | I | By Sunrise Management Profit Sharing Plan |
| Common Stock | | | | | | | | 15,000 | I | By Sunrise Capital, Inc. |
| Common Stock | | | | | | | | 3,000 | I | by personal retirement plan |
| Common Stock | | | | | | | | 2,750 | I | by spouse's personal retirement plan ⁽³⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Warrant (right to buy) | \$0.3 | 06/30/2011 | | M | | 182,000 ⁽¹⁾ | | 09/28/2010 | 09/28/2015 | Common Stock | 182,000 | \$0 | 0 | I | By Syzygy Licensing LLC |

Explanation of Responses:

1. Syzygy Licensing exercised warrants on 520,000 shares with proceeds offset against related note principal owed to it by the Company. Mr. Barnes indirect pecuniary interest in the warrants and shares held by Syzygy is 182,000.
2. The Company issued 170,959 shares of stock in exchange for \$104,000 principal and \$15,671 of interest on note owed to Syzygy. Mr. Barnes indirect pecuniary interest in the shares acquired is 59,836 shares.
3. Mr. Barnes disclaims any beneficial interest in the shares held by spouse's personal retirement plan.

/s/ JAMES A BARNES

07/01/2011

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.