

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 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).

1. Name and Address of Reporting Person* <u>POTASHNER KENNETH F</u>  (Last) (First) (Middle) <u>C/O MAXWELL TECHNOLOGIES INC</u> <u>9244 BALBOA AVE</u>  (Street) <u>SAN DIEGO CA 92123</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Parametric Sound Corp [ PAMT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/29/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/03/2012</u>	

**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			

**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				
Stock Option (Right to Buy)	\$3.25 <sup>(1)</sup>	12/29/2011		A		10,000 <sup>(1)(3)</sup>		12/31/2011	12/29/2016	Common Stock	10,000 <sup>(1)</sup>	\$0	10,000	D	
Stock Option (Right to Buy)	\$3.25 <sup>(1)</sup>	12/29/2011		A		390,000 <sup>(1)(2)</sup>		12/29/2011 <sup>(2)</sup>	12/29/2016	Common Stock	390,000 <sup>(2)</sup>	\$0	390,000 <sup>(2)</sup>	D	

**Explanation of Responses:**

- All shares and exercise prices reflect a 1 for 5 reverse stock split effected by the Company on March 21, 2012.
- On April 3, 2012 the vesting for these options was modified from 10% at grant and the balance over two years (each calendar quarter) to a new vesting schedule of 10% at grant (41,000 vested), 154,000 vesting on April 3, 2012, 195,000 vesting quarterly over eight calendar quarters commencing March 31, 2012 and 20,000 on performance. The 20,000 vesting on performance are not considered derivative securities for purposes of Section 16 and accordingly the grant total as amended has been reduced from 410,000 to 390,000 (giving effect to the reverse stock split).
- Options vest over eight calendar quarters with first 12.5% vested on December 31, 2011, subject to the terms of the 2012 Stock Plan and option agreement. There was no modification to this option grant.

**Remarks:**

Amended filing to reflect modification of vesting on April 3, 2012 to previously granted stock option.

/s/ James A Barnes as Attorney-in-Fact for Kenneth F. Potashner 04/04/2012

\*\* 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.

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