

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>BARNES JAMES A</u> (Last) (First) (Middle) <u>1941 RAMROD AVENUE, #100</u> (Street) <u>HENDERSON NV 89014</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO, Treasurer and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	09/30/2011		M		100,000 ⁽¹⁾	A	\$0.75	335,000	I	By Sunrise Management Profit Sharing Plan
Common Stock								22,000	I	By Sunrise Capital, Inc.
Common Stock								241,836 ⁽²⁾	I	By Syzygy Licensing LLC
Common Stock								215,000	I	By Family Trust
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				
Stock Purchase Warrant (right to buy)	\$0.75	09/30/2011		M			100,000	02/22/2011	02/22/2016	Common Stock	100,000 ⁽¹⁾	\$0	0	I	By Sunrise Management Profit Sharing Plan

Explanation of Responses:

- Exercise of outstanding stock purchase warrants for cash.
- Represents Mr. Barnes indirect pecuniary interest in shares owned by Syzygy Licensing LLC.
- Mr. Barnes disclaims any beneficial interest in the shares held by spouse's personal retirement plan.

/s/ JAMES A BARNES

10/03/2011

** 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.