

FOUCAUT THIERRY R

Form 4

January 31, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FOUCAUT THIERRY R

(Last) (First) (Middle)

13000 S. SPRING STREET

(Street)

LOS ANGELES, CA 90061

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

REEDS INC [REED]

3. Date of Earliest Transaction
(Month/Day/Year)

12/30/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	12/30/2010		A	5,000	A	\$ 2.06	10,000 D

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

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information contained in this form are not
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(9-02)

**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 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 Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (1)	\$ 7.55							06/04/2008	06/04/2012	Common Stock	16,666
Options (1)	\$ 7.55							06/04/2009	06/04/2012	Common Stock	16,666
Options (1)	\$ 7.55							06/04/2010	06/04/2012	Common Stock	16,666
Options (2)	\$ 1.34							12/06/2009	12/07/2013	Common Stock	16,667
Options (2)	\$ 1.34							12/06/2010	12/07/2013	Common Stock	16,667
Options (2)	\$ 1.34							12/06/2011	12/07/2013	Common Stock	16,667

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FOUCAUT THIERRY R 13000 S. SPRING STREET LOS ANGELES, CA 90061	Chief Operating Officer

Signatures

Thierry Foucaut 12/30/2010

__Signature of Date
Reporting Person

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) 50,000 Options granted on 06/04/07 - Options vest annually over three years at 1/3 of total options granted per year
- (2) 50,000 options granted on 12/06/2008 - Options vest annually over three years at 1/3 total options per year

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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