

REED CHRISTOPHER J
Form 4
December 21, 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 *
REED CHRISTOPHER J

(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)

12/21/2011

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)
____ Form filed by One Reporting Person
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common Stock | 12/21/2011 | 12/21/2011 | D ⁽³⁾ | 16,667 | D \$ 20,000 | 3,141,571 | D |

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

**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 control
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SEC 1474
(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 |
| REED CHRISTOPHER J 13000 S. SPRING STREET LOS ANGELES, CA 90061 | Chief Operating Officer |
| REED JUDIE HOLLOWAY 13000 S. SPRING STREET LOS ANGELES, CA 90061 | X |

Signatures

Christopher
Reed
12/21/2011

**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).

(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

(3) Donated shares to a tax-exempt charity

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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