

Goepel Patrick
Form 4
June 15, 2011

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goepel Patrick

(Last) (First) (Middle)

16 ABBOTTSWOOD

(Street)

SUDBURY, MA 01776

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ASURE SOFTWARE INC [ASUR]

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

06/13/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price (A) | | |
| Asure Software, Inc. Common Stock (\$0.01 par value) | 06/13/2011 | | P | | 2,656 A \$ 2.92 | 102,108 | D |
| Asure Software, Inc. Common Stock | 06/14/2011 | | P | | 3,450 A \$ 3 | 105,558 | D |

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(\$0.01 par value)

Asure Software, Inc.

| | | | | | | | |
|--------------|------------|---|-------|---|---------|---------|---|
| Common Stock | 06/14/2011 | P | 1,071 | A | \$ 2.95 | 106,629 | D |
|--------------|------------|---|-------|---|---------|---------|---|

(\$0.01 par value)

Asure Software, Inc.

| | | | | | | | |
|--------------|------------|---|-----|---|------|---------|---|
| Common Stock | 06/14/2011 | P | 569 | A | \$ 3 | 107,198 | D |
|--------------|------------|---|-----|---|------|---------|---|

(\$0.01 par value)

Asure Software, Inc.

| | | | | | | | |
|--------------|------------|---|-----|---|---------|---------|---|
| Common Stock | 06/14/2011 | P | 409 | A | \$ 2.92 | 107,607 | D |
|--------------|------------|---|-----|---|---------|---------|---|

(\$0.01 par value)

Asure Software, Inc.

| | | | | | | | |
|--------------|------------|---|-------|---|------|---------|---|
| Common Stock | 06/15/2011 | P | 1,900 | A | \$ 3 | 109,507 | D |
|--------------|------------|---|-------|---|------|---------|---|

(\$0.01 par value)

Asure Software, Inc.

| | | | | | | | |
|--------------|------------|---|----|---|------|---------|---|
| Common Stock | 06/15/2011 | P | 90 | A | \$ 3 | 109,597 | D |
|--------------|------------|---|----|---|------|---------|---|

(\$0.01 par value)

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 number.

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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 | 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. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|---------------------|---|--|---|-----------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Employee Stock Option (right to buy) | \$ 3.5 | | | | | (1) 09/21/2019 | Asure Software, Inc. Common Stock (\$0.01 par value) | 77,627 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goepel Patrick 16 ABBOTTSWOOD SUDBURY, MA 01776 | X | | Chief Executive Officer | |

Signatures

David Scoglio 06/15/2011
 **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) Such options shall vest over a 4 year period following issuance such that 25% of the shares shall vest on 9/15/2010 and an additional 6.25% shall vest each three (3) months thereafter.
- (2) The Board of Directors is currently reviewing mr. Goepel's compensation agreement. Updates aer expected and appropriate filings (8-K and form 4) will be made on a timely basis thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.