

Schutt Rodney W.
Form 4/A
July 27, 2009

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 *
Schutt Rodney W.

2. Issuer Name and Ticker or Trading Symbol
ASPYRA INC [APY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
26115-A MUREAU RD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2009

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

CALABASAS, CA 91302

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
06/16/2009

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Incentive Option (Right to Buy)	\$ 0.29	06/11/2009	<u>J</u> ⁽¹⁾			700,000		<u>(2)</u>	06/11/2014	Common Stock	700,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schutt Rodney W. 26115-A MUREAU RD. CALABASAS, CA 91302	<input checked="" type="checkbox"/>		Chief Executive Officer	

Signatures

/s/Rodney W.
Schutt

07/27/2009

__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) These options were issued pursuant to Aspyra, Inc.'s (the "Company") 2005 Equity Incentive Plan, as amended (the "Plan"). An amendment to the Plan was approved at the Company's annual shareholders' meeting held on June 11, 2009.
 - (2) In a Form 4 filed with the Securities and Exchange Commission on June 16, 2009, it was reported that the options are exercisable in 25% increments annually beginning June 11, 2010. The options are exercisable in 25% increments annually beginning November 17, 2009.
 - (3) Does not include 375,000 options previously reported, which were not issued due to unavailability under the Plan prior to shareholder approval of amendment to the Plan.

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.