ANGELINI ANTHONY

Form 4 June 08, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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if no longer

subject to

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANGELINI ANTHONY

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Fortress International Group, Inc.

(Check all applicable)

Chief Executive Officer

[FIGI.PK]

06/06/2012

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

_X__ Director X_ Officer (give title below)

10% Owner Other (specify

C/O FORTRESS INTERNATIONAL GROUP, 7226

LEE DEFOREST DRIVE, SUITE 104

(Street)

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

COLUMBIA, MD 21046

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

any

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) or Code V Amount (D)

Price

Reported Transaction(s)

(Instr. 3 and 4)

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

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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 conDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 0.44 (1)	06/06/2012(2)		A	750,000		(3)	04/30/2022	Common Stock	750,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
ANGELINI ANTHONY C/O FORTRESS INTERNATIONAL GROUP 7226 LEE DEFOREST DRIVE, SUITE 104 COLUMBIA, MD 21046	X		Chief Executive Officer				

Signatures

/s/ Anthony
Angelini

**Signature of Reporting Person

O6/08/2012

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) Exercise price is equal to the average of the high and low bid prices for the Company's common stock reported daily on the OTCQB marketplace during the 20 trading days following April 30, 2012.
- The option grant was approved by the Company's board of directors on April 30, 2012, subject to stockholder approval of an amendment (2) to the Company's 2006 Omnibus Incentive Compensation Plan to increase the maximum number of shares of common stock that may be issued under that plan. The Company's stockholders approved that amendment on June 6, 2012.
- (3) The option becomes exercisable in six 125,000-share increments when the fair market value of the Company's common stock is at least \$1.50, \$2.00, \$2.50, \$3.00, \$3.50, and \$4.00, respectively, for 20 consecutive business days.

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.

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