ASPYRA INC Form 3 May 01, 2008

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

(Last)

1. Title of Security

(Instr. 4)

Pruter Robert M.

(First)

(Middle)

Statement

(Month/Day/Year)

04/23/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

ASPYRA INC [APY]

4. Relationship of Reporting Person(s) to Issuer

Director

_X__ Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

26115-A MUREAU RD.

(Street)

(Check all applicable)

(give title below) (specify below)

Senior Vice President, Sales

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person Form filed by More than One

CALABASAS, CAÂ 91302

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

10% Owner

Other

4. Nature of Indirect Beneficial

Reporting Person

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date**

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

(Instr. 5)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Title

Amount or Number of Shares

Derivative Security Direct (D) or Indirect (I)

1

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Incentive Option (Right to Buy) $\hat{A} \stackrel{(1)}{=} 04/23/2013$ Common Stock 125,000 \$ 0.36 D \hat{A}

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pruter Robert M.

26115-A MUREAU RD. Senior Vice President, Sales CALABASAS, CAÂ 91302

Signatures

Robert M. Pruter 05/01/2008

**Signature of Person

**Bate Date Date Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The option is exercisable in 25% increments annually beginning April 23, 2009.

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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