

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHROEDER ROBERT C			2. Issuer Name and Ticker or Trading Symbol DecisionPoint Systems, Inc. [DPSI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) C/O DECISIONPOINT SYSTEMS, INC., 8697	(First) RESEARCH DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014					
(Street) IRVINE, CA 92618			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								0	D	

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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Convertible Preferred Stock	\$ 0.71	12/20/2012		P		4,000		12/20/2012	(1)	Common Stock	56,338	\$ 10	4,000	D	
Warrants (Right to Buy)	\$ 1.1	12/31/2012		A		126,750		12/31/2012	12/31/2017	Common Stock	126,750	\$ 0	130,750	D	
Series E Convertible Preferred Stock	\$ 0.5	11/12/2013		P		2,000		11/12/2013	(1)	Common Stock	40,000	\$ 10	132,750	D	
Warrants (Right to Buy)	\$ 0.55	11/22/2013		A		120,700		11/22/2013	11/22/2018	Common Stock	120,700	\$ 0	253,450	D	
Non-qualified Stock Options (right to buy)	\$ 0.53	01/02/2014		A		18,868		12/31/2014	01/02/2017	Common Stock	18,868	\$ 0	272,318	D	
Series D Convertible Preferred Stock	\$ 0.71	04/22/2014		j(2)		148		04/22/2014	(1)	Common Sock	2,085	\$ 10	272,466	D	
Series E Convertible Preferred Stock	\$ 0.5	04/22/2014		j(3)		37		04/22/2014	(1)	Common Stock	740	\$ 10	272,503	D	

Stock Options (right to buy)	\$ 0.46	06/30/2014		A	111,740	06/30/2014	06/30/2017	Common Stock	11,740	\$ 0	284,243	D	
Stock Options (right to buy)	\$ 0.4	09/30/2014		A	13,500	09/30/2014	09/30/2017	Common Stock	13,500	\$ 0	297,743	D	
Stock Options (right to buy)	\$ 0.38	12/31/2014		A	14,211	12/31/2014	12/31/2017	Common Stock	14,211	\$ 0	311,954	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROEDER ROBERT C C/O DECISIONPOINT SYSTEMS, INC. 8697 RESEARCH DRIVE IRVINE, CA 92618	X			

Signatures

/s/ Robert C. Schroeder	02/10/2015
<small>Signature of Reporting Person</small>	<small>Date</small>

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) The Series D Convertible Preferred Stock and Series E Convertible Preferred Stock may be converted into shares of Common Stock by the holder at any time and has no expiration date.
- (2) Reflects dividend made to holders of Series D Convertible Preferred Stock that was paid (issued) in shares of Series D Convertible Preferred Stock.
- (3) Reflects dividend made to holders of Series E Convertible Preferred Stock that was paid (issued) in shares of Series E Convertible Preferred Stock.

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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