

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Diaz Diana P</u>			2. Issuer Name and Ticker or Trading Symbol <u>SHARPS COMPLIANCE CORP [SMED]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President & CFO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2021</u>					
(Street) <u>9220 KIRBY DR., SUITE 500</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						
<u>HOUSTON TX 77054</u>								

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2021		M ⁽¹⁾		1,765	A	\$4.3	10,340	D	
Common Stock	02/01/2021		S ⁽²⁾		1,765	D	\$13.26	8,575	D	
Common Stock	02/02/2021		M ⁽¹⁾		63,235	A	\$4.3	71,810	D	
Common Stock	02/02/2021		S ⁽³⁾		63,235	D	\$12.63	8,575	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Common Stock	\$4.3	02/01/2021		M ⁽¹⁾			1,765	11/20/2014	11/20/2021	Sharps Compliance 2010 Stock Plan Options	1,765	\$4.3	197,505	D	
Common Stock	\$4.3	02/02/2021		M ⁽¹⁾			63,235	11/20/2014	11/20/2021	Sharps Compliance 2010 Stock Plan Options	63,235	\$4.3	134,270	D	

Explanation of Responses:

- Cashless exercise and immediate sale through a broker of a stock award granted on November 20, 2014. All shares were issued under the Sharps Compliance Corp. 2010 Stock Plan and were scheduled to expire on November 20, 2021.
- This represents the weighted average sale of 1,765 shares. Shares were sold between a range of \$13.25 and \$13.30.
- This represents the weighted average sale of 63,235 shares. Shares were sold between a range of \$12.39 and \$12.88.

Remarks:

Diana Diaz, on behalf of
Reporting Person

02/03/2021

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.