

MANDELBAUM FRANK
Form 4
April 29, 2005

FORM 4

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

OMB APPROVAL

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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 *
MANDELBAUM FRANK

(Last) (First) (Middle)

246 CROSSWAYS PARK WEST

(Street)

WOODBURY, NY 11797

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTELLI CHECK INC [IDN]

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$.001 par value	04/28/2005		G		5,000	D	\$ 0 573,577

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Rights ⁽¹⁾	\$ 8.5	04/28/2005		D			2,072	10/05/2001	06/30/2005	Common Stock	2,072
Option (Right to Buy)	\$ 4.37	12/03/2004		A		25,000		01/01/2005	01/01/2015	Common Stock	25,000
Option (Right to Buy)	\$ 4.37	12/03/2004		A		25,000		01/01/2006	01/01/2016	Common Stock	25,000
Option (Right to Buy)	\$ 4.37	12/03/2004		A		25,000		01/01/2007	01/01/2017	Common Stock	25,000
Option (Right to Buy)	\$ 8.22	07/10/2003		A		100,000		07/10/2003	07/10/2008	Common Stock	100,000
Option (Right to Buy)	\$ 12.1	02/01/2002		A		350,000		02/01/2002	02/01/2007	Common Stock	350,000
Option (Right to Buy)	\$ 3	08/04/1999		A		25,000		01/01/2001	01/01/2006	Common Stock	25,000
Option (Right to Buy)	\$ 3	08/04/1999		A		25,000		01/01/2002	01/01/2007	Common Stock	25,000
Option (Right to Buy)	\$ 3	07/15/1999		A		375,000		07/15/1999	07/15/2008	Common Stock	375,000
Rights ⁽¹⁾	\$ 8.5	12/13/2001		A		58,000		12/13/2001	06/30/2005	Common Stock	58,000
Rights ⁽¹⁾	\$ 8.5	10/05/2001		A		41,428		10/05/2001	06/30/2005	Common Stock	41,428

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

MANDELBAUM FRANK
246 CROSSWAYS PARK WEST X X Chairman and CEO
WOODBURY, NY 11797

Signatures

/s/ Frank
Mandelbaum 04/29/2005

__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) Upon a transfer of shares to which the rights attach the rights are no longer exercisable.

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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