

MANDELBAUM FRANK
Form 4
February 01, 2006

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, 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)
01/03/2006

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 CFO

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	01/03/2006		M		25,000	A	\$ 3
Common Stock, \$.001 par value	01/03/2006		F		18,796	D	\$ 3.99
					598,577		
					579,781		

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)	Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date		
Option (Right to Buy)	\$ 3.99	01/03/2006		M		25,000	01/01/2001	01/01/2006	Common Stock	25,000
Rights ⁽¹⁾	\$ 8.5	01/03/2006		D		1,879	10/05/2001	06/30/2006	Common Stock	1,879
Option (Right to Buy)	\$ 3.22	11/08/2005		A	25,000		12/30/2005	12/30/2015	Common Stock	25,000
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		01/01/2002	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	06/30/2006	Common Stock	58,000

Rights (1) \$ 8.5 10/05/2001 A 39,549 10/05/2001 06/30/2006 Common Stock 39

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANDELBAUM FRANK 246 CROSSWAYS PARK WEST WOODBURY, NY 11797	X	X	Chairman and CFO	

Signatures

/s/ Frank
Mandelbaum 02/01/2006
**Signature of Reporting Person Date

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. 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.