ZUGIBE KEVIN J

Form 4

September 13, 2005

Check this box

if no longer

Section 16.

subject to

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

OMB 3235-0287

OMB APPROVAL

Number: January 31, Expires:

2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

5 Deletionship of Deporting Degraph(s) to

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing Don

ZUGIBE K	Address of Repo EVIN J	rting Person _	Symbol	and Ticker or Trading CHNOLOGIES INC	Issuer	eck all applicable)
(Last)	(First)	(Middle)	3. Date of Earlies (Month/Day/Year		_X_ Director _X_ Officer (gives below)	ve title 10% Owner Other (specify below)
PO BOX 7	54		09/12/2005		· · · · · · · · · · · · · · · · · · ·	Executive Officer
	(Street)		4. If Amendment	, Date Original	6. Individual or J	Joint/Group Filing(Check
			Filed(Month/Day/	Year)	Applicable Line)	
PEARL RI	VER, NY 109	965			•	One Reporting Person More than One Reporting
(City)	(State)	(Zip)	Table I - No	n-Derivative Securities Acq	quired, Disposed o	of, or Beneficially Owned
1.Title of	2. Transaction	n Date 2A. Deen	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature

(City)	(State) (Table	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/12/2005		S	3,128	D	\$ 1.9	798,998	D	
Common Stock	09/12/2005		S	18,900	D	\$ 1.91	780,098	D	
Common Stock	09/12/2005		S	5,100	D	\$ 1.92	774,998	D	
Common Stock	09/12/2005		S	9,500	D	\$ 1.94	765,498	D	

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

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number.

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. orNumber	6. Date Exerc Expiration D		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Montil/Day/Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Under Securi	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships

10% Owner Officer Director Other

ZUGIBE KEVIN J

PO BOX 754 Chief Executive Officer X

PEARL RIVER, NY 10965

Signatures

Kevin J. Zugibe 09/13/2005 **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).

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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