

Azarm Iraj
 Form 4
 April 29, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Azarm Iraj

2. Issuer Name and Ticker or Trading Symbol
 LIQUIDMETAL TECHNOLOGIES INC [LQMT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 515 EAST 79TH STREET, APT. 15A
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/27/2011

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Former Director

NEW YORK, NY 10075

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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)
Common Stock	04/27/2011		J ⁽²⁾	V Amount (A) or (D) Price \$ 0.22	965,577	D	

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

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SEC 1474 (9-02)

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

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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. Amount or Number of Shares
Series A-2 Preferred Stock	\$ 0.22	04/27/2011		M	32,717	<u>(1)</u> <u>(1)</u>	Common Stock	743,566

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Azarm Iraj
 515 EAST 79TH STREET, APT. 15A
 NEW YORK, NY 10075

Former Director

Signatures

Iraj Azarm 04/29/2011

**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).

Each share of Series A Preferred Stock is convertible into shares of common stock at the time and under the circumstances described in

(1) the Amended Certificate of Designations, Preferences and Rights for Series A Preferred Stock. The Series A Preferred Stock has no expiration date.

(2) Represents shares acquired upon the conversion of Series A-2 Preferred Stock by Carlyle Liquid, LLC and the subsequent distribution of such shares by Carlyle Liquid, LLC to its members in proportion to their respective ownership percentages.

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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