

WILHELM MICHAEL K
 Form 5
 February 18, 2009

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 WILHELM MICHAEL K

2. Issuer Name and Ticker or Trading Symbol
 IR BIOSCIENCES HOLDINGS INC
 [IRBS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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

8767 E.VIA DE VENTURA, SUITE 190

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SCOTTSDALE, AZ 85258

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2004	^	J4 ⁽⁴⁾	126,612 A \$ 2.4	46,200 ⁽¹⁾	I	Spouse
Common Stock	03/16/2004	^	J4 ⁽⁵⁾	45,800 A \$ 0.79	46,200 ⁽¹⁾	I	Spouse
Common Stock	07/13/2005	^	J4 ⁽⁷⁾	500 D \$ 0.31	992,527 ⁽¹⁾	D	^
Common Stock	07/13/2005	^	J4 ⁽⁷⁾	25,000 D \$ 0.31	992,527 ⁽¹⁾	D	^

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Stock										
Common Stock	04/13/2006	Â	J4 ⁽⁷⁾	20,000	D	\$ 0.18	992,527 ⁽¹⁾	D	Â	
Common Stock	04/13/2006	Â	J4 ⁽⁸⁾	28,000	D	\$ 0.18	992,527 ⁽¹⁾	D	Â	
Common Stock	04/19/2006	Â	J4 ⁽⁸⁾	250,000	D	\$ 0.16	992,527 ⁽¹⁾	D	Â	
Common Stock	08/24/2007	Â	J4 ⁽⁸⁾	10,000	D	\$ 0.16	992,527 ⁽¹⁾	D	Â	
Common Stock	08/08/2008	Â	J4 ⁽⁹⁾	833,334	A	\$ 0.3	992,527 ⁽¹⁾	D	Â	
Common stock	06/21/2005	Â	P4	10,000	A	\$ 0.005	46,200 ⁽¹⁾	I		minor child
Common stock	06/21/2005	Â	P4	5,000	A	\$ 0.005	46,200 ⁽¹⁾	I		minor child
Common stock	06/21/2005	Â	P4	5,000	A	\$ 0.005	46,200 ⁽¹⁾	I		minor child
Common stock	06/21/2005	Â	P4	5,000	A	\$ 0.005	46,200 ⁽¹⁾	I		minor child
Common stock	12/15/2006	Â	P4	1,000	A	\$ 0.17	46,200 ⁽¹⁾	I		minor child

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

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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)
					(A) (D)	Date Exercisable Expiration Date	Title
Warrant to Purchase Common Stock	\$ 2	12/10/2003	Â	A4 ⁽³⁾	20,000	Â 12/10/2003 10/10/2006	Common Stock
Warrant to Purchase	\$ 0.01	12/10/2003	Â	A4 ⁽³⁾	10,000	Â 12/10/2003 12/10/2006	Common Stock

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Common Stock										
Warrant to Purchase Common Stock	\$ 0.01	12/10/2003	Â	A4 <u>(2)(4)</u>	20,000	Â	12/10/2003	12/10/2006	Common Stock	
Warrant to Purchase Common Stock	\$ 2	03/06/2004	Â	A4 <u>(2)(4)</u>	500	Â	12/31/2003	12/31/2008	Common Stock	
Warrant to Purchase Common Stock	\$ 0.25	03/06/2004	Â	A4 <u>(2)(4)</u>	10,000	Â	12/31/2003	12/31/2008	Common Stock	
Warrant to Purchase Common Stock	\$ 0.25	03/06/2004	Â	A4	10,000	Â	12/31/2003	12/31/2008	Common Stock	
Warrant to Purchase Common Stock	\$ 0.125	03/18/2004	Â	A4	224,490	Â	03/18/2004	03/18/2009	Common Stock	2
Warrant to Purchase Common Stock	\$ 0.25	04/13/2004	Â	A4	250,000	Â	04/13/2004	04/13/2009	Common Stock	2
Warrant to Purchase Common Stock	\$ 0.25	04/13/2004	Â	A4	250,000	Â	04/13/2004	04/13/2009	Common Stock	2
Warrant to Purchase Common Stock	\$ 0.25	05/17/2004	Â	A4	75,000	Â	05/17/2004	05/17/2009	Common Stock	
Warrant to Purchase Common Stock	\$ 2	07/22/2004	Â	A4	5,000	Â	07/22/2004	07/22/2009	Common Stock	

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Stock

Warrant
to
Purchase
Common
Stock

\$ 0.05 07/22/2004 Â A4 80,000 Â 07/22/2004 07/22/2009 Common
Stock

Warrant
to
Purchase
Common
Stock

\$ 0.25 07/30/2004 Â A4 20,000 Â 07/30/2004 07/30/2009 Common
Stock

Warrant
to
Purchase
Common
Stock

\$ 2 08/18/2004 Â A4 1,550 Â 08/18/2004 08/18/2009 Common
Stock

Warrant
to
Purchase
Common
Stock

\$ 0.09 08/18/2008 Â A4 20,800 Â 08/18/2008 08/18/2009 Common
Stock

Warrant
to
Purchase
Common
Stock

\$ 0.12 10/15/2004 Â A4 ⁽²⁾ 5,000,000 Â 10/15/2004 09/30/2006 Common
Stock 5

Warrant
to
Purchase
Common
Stock

\$ 0.3 05/20/2005 Â A4 80,811 Â 05/20/2005 05/20/2010 Common
Stock

Warrant
to
Purchase
Common
Stock

\$ 0.25 07/14/2006 Â A4 300,000 Â 07/14/2006 07/14/2011 Common
Stock 3

Options
to
Purchase
Common
Stock

\$ 0.44 05/20/2005 Â A4 150,000 Â 06/19/2005 05/20/2010 Common
Stock 1

Options
to
Purchase
Common
Stock

\$ 0.33 08/10/2005 Â A4 103,030 Â 09/09/2005 08/10/2010 Common
Stock 1

Options to Purchase Common Stock	\$ 0.231	07/14/2006	Â	A4	1,896,970	Â	08/13/2006	07/14/2011	Common Stock	1.
Options to Purchase Common Stock	\$ 0.22	09/13/2006	Â	A4	454,545	Â	10/13/2006	09/12/2011	Common Stock	4.
Options to Purchase Common Stock	\$ 0.22	09/13/2006	Â	A4	3,045,455	Â	10/13/2006	09/12/2011	Common Stock	3.
Options to Purchase Common Stock	\$ 0.166	08/01/2007	Â	A4	2,000,000	Â	08/31/2007	07/31/2017	Common Stock	2.
Options to Purchase Common Stock	\$ 0.195	08/01/2007	Â	A4	500,000	Â	08/31/2007	07/31/2017	Common Stock	5.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILHELM MICHAEL K 8767 E.VIA DE VENTURA SUITE 190 SCOTTSDALE, AZ 85258	Â X	Â X	Â President and CEO	Â

Signatures

Michael Wilhelm 02/18/2009

**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) Adjusted for 1 for 10 stock split in August 2008.
- (2) Reported for initial Form 4 reporting purposes only. Warrants have expired

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- (3) Reported for initial Form 4 reporting purposes only. Warrants have been exercised.
- (4) Reflects indirect ownership as a result of marriage on March 6, 2004.
- (5) Conversion of fees due for services.
- (6) Warrants held by Foresight Capital Corp. which Mr. Wilhelm is deemed to beneficially own as principal owner of Foresight Capital Corp.
- (7) Private transfer
- (8) Given per terms of loan agreement
- (9) Per employment agreement dated August 10, 2005, as amended November 7, 2005

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.