

ENGLOBAL CORP
Form 5/A
February 14, 2007

FORM 5

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

OMB APPROVAL

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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 *
BURROW MICHAEL L

(Last) (First) (Middle)

654 N SAM HOUSTON PKWY E,
SUITE 400

(Street)

HOUSTON, TX 77060-5914

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENGLOBAL CORP [ENG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
12/31/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	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	Â	Â	3	Â	Â	Â	Â	D	Â
Common Stock	Â	Â	3	Â	Â	Â	Â	I	By FLP
Common Stock	04/07/2003	Â	S4	2,104	D	\$ 0.96	243,370	D	Â
Common Stock	04/07/2003	Â	S4	2,523	D	\$ 0.96	1,582,734	I	By FLP

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Common Stock	04/09/2003	Â	S4	159	D	\$ 0.96	243,211	D	Â
Common Stock	04/09/2003	Â	S4	191	D	\$ 0.96	1,582,543	I	By FLP
Common Stock	06/30/2003	Â	S4	179	D	\$ 0.96	234,032	D	Â
Common Stock	06/30/2003	Â	S4	215	D	\$ 0.96	1,582,328	I	By FLP
Common Stock	02/11/2004	Â	S4	2,848	D	\$ 0.96	240,184	D	Â
Common Stock	02/11/2004	Â	S4	3,416	D	\$ 0.96	1,578,912	I	By FLP
Common Stock	03/29/2004	Â	S4	701	D	\$ 0.96	239,483	D	Â
Common Stock	03/29/2004	Â	S4	841	D	\$ 0.96	1,578,071	I	By FLP
Common Stock	10/15/2004	Â	S4	897	D	\$ 0.96	240,586 ⁽³⁾	D	Â
Common Stock	10/15/2004	Â	S4	1,074	D	\$ 0.96	1,576,997	I	By FLP
Common Stock	12/31/2004	Â	S4	58,499	D	\$ 0.96	182,087	D	Â
Common Stock	12/31/2004	Â	S4	70,190	D	\$ 0.96	1,506,807	I	By FLP
Common Stock ⁽⁴⁾	12/13/2006	Â	M	60,000	A	\$ 2.05	256,129	D	Â
Common Stock ⁽⁵⁾	Â	Â	Â	Â	Â	Â	1,086,807	I	By FLP

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

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(9-02)

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 Amount Number of Shares

Employee

Stock

Option	\$ 2.05	03/25/2004	Â	A4	100,000	Â	Â (7)	03/25/2014	Common Stock	100
(Right to Buy) (6)										

Employee

Stock

Option	\$ 2.05	12/13/2006	Â	M	60,000	Â	Â (7)	03/25/2014	Common Stock	60,
(Right to Buy) (6) (8)										

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURROW MICHAEL L 654 N SAM HOUSTON PKWY E, SUITE 400 HOUSTON, TX 77060-5914	Â X	Â	Â President and CEO	Â

Signatures

/s/ Michael L. Burrow by Natalie S. Hairston, Power of Attorney

02/14/2007

__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) This number was incorrectly reported as 832,204 in the reporting person's original Form 3.
- (2) This number was incorrectly reported as 998,527 in the reporting person's original Form 3.
- (3) This total includes 2,000 shares, the acquisition of which was reported on a Form 4 filed by the reporting person on May 24, 2004.
- (4) This line amends line 3 of Table I of the Form 4 filed by the reporting person on December 15, 2006.
- (5) This line amends line 4 of Table I of the Form 4 filed by the reporting person on December 15, 2006.
- (6) Options granted pursuant to ENGlobal Corporation 1998 Incentive Plan.
- (7) The option vests as follows: 20% on date of grant, and four equal annual installments of 20% each beginning on December 31, 2004.
- (8) This line amends line 3 of Table II of the Form 4 filed by the reporting person on December 15, 2006.

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.