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INTERNATIONAL MICROCOMPUTER SOFTWARE INC /CA/

Form 4 May 26, 2005

FORM 4

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

OMB APPROVAL

OMB
Number: 3235-0287

Check this box if no longer subject to STATEMI

1. Name and Address of Reporting Person *

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations

Section 16.

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

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

MICPOCOMPLITED SOFTWARE

Symbol

INTERNATIONAL

1(b).

(Print or Type Responses)

LANDIES GORDON

			MICROCOMPUTER SOFTWARE INC /CA/ [IMSI]				Director	10%	Owner	
(Last) 100 ROWL	(First) (M	(M	Date of Earliest T Ionth/Day/Year) 5/25/2005	ransaction		X_ Officer (give title Other (specify below) President				
	(Street)		Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NOVATO,	CA 94945					Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-	Derivative So	ecuriti	es Acqı	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code	4. Securitie on(A) or Disp (Instr. 3, 4	osed c	of (D)	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							14,560	D	Owned by	
IMSI Common Stock	05/25/2005	05/31/2005	5 S	100,000	D	\$ 1.12	490,000	I	the Barbara Landies Living Trust (7)	
IMSI Common							7,440	Ι	Owned by Abigail	

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Stock			Landies, daughter
IMSI Common Stock	7,440	I	Owned by Meghan Landies, daughter
IMSI Common Stock	7,440	I	Owned by Hannah Landies, daughter
IMSI Common Stock	7,440	I	Owned by Graham Landies, son
IMSI Common Stock	11,420	I	Owned by a trust to Abigail Landies, daughter
IMSI Common Stock	11,420	I	Owned by a trust to Meghan Landies, daughter
IMSI Common Stock	11,420	I	Owned by a trust to Hannah Landies, daughter
IMSI Common Stock	11,420	I	Owned by a trust to Graham Landies, son

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities	Derivati
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr. 5]	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
IMSI Common Stock Options	<u>(1)</u>						<u>(2)</u>	<u>(3)</u>	IMSI Common Stock	80,025	
IMSI Common Stock Warrants	<u>(4)</u>						<u>(5)</u>	<u>(6)</u>	IMSI Common Stock	900,000	

Reporting Owners

Reporting Owner Name / Address		Relationships							
	Director	10% Owner	Officer	Other					

LANDIES GORDON 100 ROWLAND WAY SUITE 300 NOVATO, CA 94945

President

Signatures

William Bush 05/26/2005

**Signature of 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) Exercise prices range from \$0.41 to \$0.875
- (2) The options are currently fully exercisable and became exercisable from 2/28/2001 thru 5/29/2004
- (3) The options expire in the range of 2/8//2010 thru 5/29/2013
- (4) Exercise prices range from \$0.81 to \$1.15
- (5) The warrants are currently fully exercisable and became exercisable from 4/4/2003 thru 10/29/2004
- (6) The options expire in the range of 10/29/2008 and three years after Mr. Landies employment is terminated.
- sale is being reported on Form 4 as Reporting Person has an indirect beneficial ownership in the shares, however, the Reporting Person discalims a beneficial ownership in the sale of these securities.

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.

Reporting Owners 3