

LANDIES GORDON
Form 4
December 21, 2005

FORM 4 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).

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 *
LANDIES GORDON

2. Issuer Name and Ticker or Trading Symbol
INTERNATIONAL MICROCOMPUTER SOFTWARE INC /CA/ [IMSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
100 ROWLAND WAY, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2005

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

NOVATO, CA 94945
(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. Code	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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/19/2005	12/19/2005	G		15,000	D	\$ 0.98	355,000	I	Owned by the Barbara Landies Living Trust, Gordon Landies Trustee
Common Stock								7,440	I	Owned by Abigail

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Common Stock	7,440	I	Landies, Daughter Owned by Meghan Landies, Daughter
Common Stock	7,440	I	Owned by Hannah Landies, Daughter
Common Stock	7,440	I	Owned by Graham Landies, Son
Common Stock	12,560	I	Owned by a trust to benefit Abigail Landies, Daughter
Common Stock	12,560	I	Owned by a trust to benefit Meghan Landies, Daughter
Common Stock	12,560	I	Owned by a trust to benefit Hannah Landies, Daughter
Common Stock	12,560	I	Owned by a trust to benefit 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.

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(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. Price of Derivative Security (Instr. 5)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrants	(1)					(2)	(3)			Common Stock	900,000
Common Stock Options	(4)					(5)	(6)			Common Stock	380,025

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDIES GORDON 100 ROWLAND WAY SUITE 300 NOVATO, CA 94945			President	

Signatures

Gordon Landies 12/21/2005
 __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).
- (1) Exercise prices range from \$0.81 to \$1.15.
- (2) All warrants are currently exercisable and became exercisable from 4/4/2003 to 10/29/2004.
- (3) The warrants expire in the range of 10/29/2008 to three years after the termination of Mr. Landies employment.
- (4) Exercise prices range from \$0.41 to \$1.10.
- (5) All stock options are currently exercisable.
- (6) The stock options expire in the range of 2/28/2010 to 5/26/2015.

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.