

INTELLI CHECK INC  
Form 4  
December 07, 2004

**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 \*  
MANDELBAUM FRANK

(Last) (First) (Middle)  
246 CROSSWAYS PARK WEST  
(Street)

WOODBURY, NY 11797

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INTELLI CHECK INC [IDN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/03/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Option (Right to Buy)	\$ 4.37	12/03/2004	A	25,000		01/01/2005	01/01/2015	Common Stock	25,000
Option (Right to Buy)	\$ 4.37	12/03/2004	A	25,000		01/01/2006	01/01/2016	Common Stock	25,000
Option (Right to Buy)	\$ 4.37	12/03/2004	A	25,000		01/01/2007	01/01/2017	Common Stock	25,000
Option (Right to Buy)	\$ 8.22	07/10/2003	A	100,000		07/10/2003	07/10/2008	Common Stock	100,000
Option (Right to Buy)	\$ 12.1	02/01/2002	A	350,000 <sup>(2)</sup>		02/01/2002	02/01/2007	Common Stock	350,000 <sup>(2)</sup>
Option (Right to Buy)	\$ 3	08/04/1999	A	25,000		01/01/2000	01/01/2005	Common Stock	25,000
Option (Right to Buy)	\$ 3	08/04/1999	A	25,000		01/01/2001	01/01/2006	Common Stock	25,000
Option (Right to Buy)	\$ 3	08/04/1999	A	25,000		01/01/2002	01/01/2007	Common Stock	25,000
Option (Right to Buy)	\$ 3	07/15/1999	A	375,000		07/15/1999	07/15/2008	Common Stock	375,000
Rights <sup>(1)</sup>	\$ 8.5	12/13/2001	A	58,000		12/13/2001	06/30/2005	Common Stock	58,000
Rights <sup>(1)</sup>	\$ 8.5	10/05/2001	A	43,500		10/05/2001	06/30/2005	Common Stock	43,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	Chairman and CEO	

MANDELBAUM FRANK  
246 CROSSWAYS PARK WEST  
WOODBURY, NY 11797

## Signatures

/s/ Frank  
Mandelbaum 12/07/2004  
\*\*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) Upon a transfer of shares to which the rights attach the rights are no longer exercisable
- (2) Of these options, 275,000 are exercisable of which 125,000 were granted pursuant to the Issuer's 2001 Stock Option Plan. The remaining 75,000 non-plan options will become exercisable on December 31, 2004.

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.