

AQUACELL TECHNOLOGIES INC
 Form 3
 January 04, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SPENCE KEVIN L.		(Month/Day/Year)	AQUACELL TECHNOLOGIES INC [AQUA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
10410 TRADEMARK STREET			(Check all applicable)	
(Street)			___ Director	___ 10% Owner
			<input checked="" type="checkbox"/> Officer	___ Other
			(give title below)	(specify below)
RANCHO			PRESIDENT & CFO	
CUCAMONGA,Â CAÂ 91730				
(City)	(State)	(Zip)		
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			___ Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON STOCK	1,000,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		
	Expiration Date				

				Shares		(I) (Instr. 5)	
COMMON STOCK PURCHASE OPTIONS	01/02/2008	01/02/2017	COMMON STOCK	167,000	\$ 0.09	D	Â
COMMON STOCK PURCHASE OPTIONS	01/02/2009	01/02/2017	COMMON STOCK	166,000	\$ 0.09	D	Â
COMMON STOCK PURCHASE OPTIONS	01/02/2010	01/02/2017	COMMON STOCK	166,000	\$ 0.09	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPENCE KEVIN L. 10410 TRADEMARK STREET RANCHO CUCAMONGA, CA 91730	Â	Â	Â PRESIDENT & CFO	Â

Signatures

HAROLD W. PAUL, ATTORNEY-IN-FACT FOR KEVIN L. SPENCE
 01/04/2007
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- 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.