

INTERNATIONAL ENERGY, INC.  
 Form 4  
 September 09, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
**RAYAT HARMEL S**

2. Issuer Name and Ticker or Trading Symbol  
**INTERNATIONAL ENERGY, INC. [IENI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1628 WEST 1ST AVENUE, SUITE 216

3. Date of Earliest Transaction (Month/Day/Year)  
 09/08/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SECRETARY/TREASURER**

(Street)  
 VANCOUVER, A1 V6J 1G1

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

**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 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)
			Code	V	Amount or Price (A) or (D)		
COMMON	09/08/2008		D		2,000,000 (1) \$ 1.03	D	
COMMON	09/08/2008		D		2,000,000 (2) \$ 1.03	D	
COMMON	09/08/2008		D		2,000,000 (3) \$ 1.03	D	
COMMON	09/08/2008		D		1,000,000 (4) \$ 1.03	D	
COMMON	09/08/2008		D		15,795,834 (6) \$ 1.03	I	HELD BY CORPORATION



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2008, for the benefit of Kalen Jai Rayat. Mr. Rayat is not a beneficiary of the trust.

- (3) Pursuant to an agreement dated September 8, 2008, Mr. Harmel S. Rayat has sold 2,000,000 restricted shares of the Companys common stock in exchange for 2,060 nonvoting, redeemable preferred shares valued at \$1,000 per share in a private Alberta corporation, wholly owned by Amritpal Kaur Tanda, as the trustee under The Heritage Family Trust dated August 28, 2008, for the benefit of Mehar Singh Bhogal. Mr. Rayat is not a beneficiary of the trust.

- (4) Pursuant to an agreement dated September 8, 2008, Mr. Harmel S. Rayat has sold 1,000,000 restricted shares of the Companys common stock in exchange for 1,030 nonvoting, redeemable preferred shares valued at \$1,000 per share in a private Alberta corporation, wholly owned by Gurmeet Singh Sidhu, as the trustee under The DS Sidhu Family Trust dated August 28, 2008, for the benefit of Dayan Singh Sidhu. Mr. Rayat is not a beneficiary of the trust.

- (5) The transactions listed above have resulted in a reduction of Mr. Rayats aggregate direct beneficial ownership from 54.0 percent to 37.4 percent of the corporation's issued and outstanding common stock.

- (6) For estate planning purposes, pursuant to an agreement dated September 8, 2008, Mr. Harmel S. Rayat has sold 15,795,834 restricted shares of the Companys common stock in exchange for 16,269.71 nonvoting, redeemable preferred shares valued at \$1,000 per share in 1420525 Alberta Ltd., a private Alberta corporation wholly owned by Mr. Harmel S. Rayat.

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.