

MANDELBAUM FRANK  
Form 4  
January 05, 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 \*  
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)  
01/03/2005

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 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  | (D)  | Price                             |
| Common Stock, \$.001 par value  | 01/03/2005                           |  | M                              |   | 25,000  | A  | \$ 3 594,300                      |
| Common Stock, \$.001 par value  | 01/03/2005                           |  | F                              |   | 15,723  | D  | \$ 4.77 578,577                   |

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

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SEC 1474 (9-02)

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

| 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 Security (Instr. 3 and 4) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------|---|------------------|
|  |  |                                      |  |                                | (A)   | (D)    | Date Exercisable   | Expiration Date |   |                  |
| Option (Right to Buy)                      | \$ 4.77  | 01/03/2005                           |  | M                              |   | 25,000 | 01/01/2000   | 01/01/2005      | Common Stock  | 25,000           |
| 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   |        | 02/01/2002   | 02/01/2007      | Common Stock  | 350,000          |
| 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 |
| MANDELBAUM FRANK<br>246 CROSSWAYS PARK WEST<br>WOODBURY, NY 11797 | X             | X         | Chairman and CEO |       |

## Signatures

/s/ Frank

Mandelbaum

01/05/2005

\*\*Signature of  
Reporting 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) Upon a transfer of shares to which the rights attach the rights are no longer exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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