

LAURUS MASTER FUND LTD
 Form 4
 February 03, 2006

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 *
 LAURUS MASTER FUND LTD

2. Issuer Name and Ticker or Trading Symbol
 RIVIERA TOOL CO [RTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O LAURUS CAPITAL
 MANAGEMENT, LLC, 825 THIRD
 AVENUE 14TH FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/24/2006

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 Former 10% Owner

(Street)
 NEW YORK, NY 10022

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

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

(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. 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 or Price | | |
| Common Stock, no par value per share | 01/24/2006 | | S | | 2,000 D \$ 0.88 | 206,027 | D ⁽¹⁾ |
| Common Stock, no par value per share | 01/24/2006 | | S | | 500 D \$ 0.85 | 205,527 | D ⁽¹⁾ |
| Common Stock, no par value | 01/24/2006 | | S | | 100 D \$ 0.87 | 205,427 | D ⁽¹⁾ |

per share

| | | | | | | | |
|--------------------------------------|------------|---|-------|---|---------|---------|------------------|
| Common Stock, no par value per share | 01/24/2006 | S | 500 | D | \$ 0.86 | 204,927 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/24/2006 | S | 4,800 | D | \$ 0.82 | 200,127 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/24/2006 | S | 1,600 | D | \$ 0.83 | 198,527 | D <u>(1) (2)</u> |

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)

| 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) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| LAURUS MASTER FUND LTD C/O LAURUS CAPITAL MANAGEMENT, LLC 825 THIRD AVENUE 14TH FLOOR NEW YORK, NY 10022 | | | | Former 10% Owner |
| | | | | Former 10% Owner |

GRIN DAVID
C/O LAURUS CAPITAL MANAGEMENT, LLC
825 THIRD AVENUE 14TH FLOOR
NEW YORK, NY 10022

GRIN EUGENE
C/O LAURUS CAPITAL MANAGEMENT, LLC
825 THIRD AVENUE 14TH FLOOR
NEW YORK, NY 10022

Former 10% Owner

LAURUS CAPITAL MANAGEMENT LLC
825 THIRD AVENUE, 14TH FLOOR
NEW YORK, NY 10022

Former 10% Owner

Signatures

/s/ Eugene Grin, Director, on behalf of Laurus Master Fund, Ltd. 02/03/2006

__Signature of Reporting Person

Date

/s/ Eugene Grin, Principal, on behalf of Laurus Capital Management, LLC 02/03/2006

__Signature of Reporting Person

Date

/s/ Eugene Grin 02/03/2006

__Signature of Reporting Person

Date

/s/ David Grin 02/03/2006

__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) See Exhibit 99 (Footnote 1)

(2) See Exhibit 99 (Footnote 2)

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.