

TRULITE INC
Form 4
February 21, 2007

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 *
BERGER WILLIAM JOHN

(Last) (First) (Middle)

**5 HOUSTON CENTER, 1401
MCKINNEY STREET, SUITE 900**

(Street)

HOUSTON,, TX 77010-4035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRULITE INC [NONE]

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2006

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)

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 | (A) or (D) | Price | | | |
| Common stock, Par Value \$\$.0001 per share | 09/19/2006 | | J | | 5,331,622 | A | <u>(1)</u> <u>(2)</u> | 6,101,192 | I | By Limited Partnership |
| Common stock, Par Value \$\$.0001 per share | 09/19/2006 | | J | | 792 | A | <u>(1)</u> <u>(2)</u> | 6,101,192 | I | By Limited Partnership |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Options for purchase of Common Stock | \$ 0.88 | 04/03/2006 | | A | 176,278 | 04/03/2006 | 04/03/2010 | Common Stock, par value \$0.0001 per share | 176,278 |
| Warrants for purchase of Common Stock | \$ 1.5 | 04/13/2006 | | A | 592,500 | 04/13/2006 | 04/13/2007 | Common Stock, par value \$0.0001 per share | 592,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BERGER WILLIAM JOHN 5 HOUSTON CENTER 1401 MCKINNEY STREET, SUITE 900 HOUSTON,, TX 77010-4035 | X | X | | |

Signatures

/s/ William J. Berger
02/20/2007

**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).

William J. Berger is the Chairman of the Board of Directors of Trulite, Inc. (the "Company") and is the sole member and manager of Standard Renewable Energy Services, GP LLC, which is the sole General Partner of NewPoint Energy Solutions, LP ("NewPoint").

(1) On September 19, 2006, 17 holders of the Company's common stock contributed to NewPoint an aggregate of 5,331,622 shares of the Company's common stock in exchange for equity securities in NewPoint. As a result of such contribution, NewPoint beneficially owns 5,331,622 shares of the Company's common stock.

Additionally, as a manager of Contango Capital Partnership Management LLC ("CCPM"), the general partner of Contango Capital Partners, LP ("CCP"), Mr. Berger can be deemed to have shared dispositive power over warrants to purchase 592,500 shares of Common

(2) Stock owned by CCP and options to purchase 176,278 shares of Common Stock owned by CCP, shared voting power over the 768,778 shares of Common Stock underlying those options and warrants, and shared voting and dispositive power over the 792 shares of Common Stock owned by CCPM.

(3) Granted pursuant to the Company's 2006 Stock Option Plan.

On April 13, 2006, pursuant to Rule 504 of Regulation D promulgated under the Securities Act, the Company issued 1,000,000 shares of

(4) Common Stock and 1,000,000 warrants to purchase Common Stock, at an exercise price of \$1.50 per share, to 12 accredited investors for an aggregate purchase price of \$1,000,000.

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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