

PUBLICARD INC

Form 4

August 04, 2006

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDSMITH JAY S

(Last) (First) (Middle)

**C/O BALFOUR INVESTORS, ONE
ROCKEFELLER PLAZA, 14TH
FLOOR**

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PUBLICARD INC [CARD.OB]

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2006

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)
Common Stock ⁽¹⁾				(A) or (D)	1,250	I	By Spouse
Common Stock				(A) or (D)	722,303	I	By Keogh Plan
Common Stock ⁽²⁾				(A) or (D)	13,000	I	By Balfour Defined Benefits Pension Plan

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.

SEC 1474
(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 or Number of Shares
Stock Options (3) (4)	\$ 0.39							08/20/2001	08/20/2011	Common Stock	275,000
Stock Options (4) (5)	\$ 0.39							08/20/2001	08/20/2006	Common Stock	225,000
Stock Options	\$ 0.025							08/04/2005	08/04/2010	Common Stock	30,000
Stock Options (6)	\$ 0.03	08/04/2006		A		30,000		08/04/2006	08/04/2011	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOLDSMITH JAY S
C/O BALFOUR INVESTORS
ONE ROCKEFELLER PLAZA, 14TH FLOOR
NEW YORK, NY 10020

X

Signatures

/s/JAY S.

GOLDSMITH

08/04/2006

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) Mr. Goldsmith disclaims beneficial ownership of the 1,250 shares of PubliCARD Common Stock held by his wife.

Shares are held by the Balfour Defined Benefits Pension Plan (the "Plan"), of which Mr. Goldsmith is a Trustee and Plan Administrator

(2) and in which Mr. Goldsmith is a participant. Mr. Goldsmith disclaims beneficial ownership of 7,280 shares of Common Stock held by the Plan (based on Mr. Goldsmith's proportionate interest in the Plan of approximately 44%).

(3) Options have been granted pursuant to PubliCARD's 1999 Long-Term Incentive Plan.

Options have been granted pursuant to an agreement with PubliCARD under which PubliCARD had agreed to reissue 500,000 options

(4) which were cancelled on February 16, 2001 for 500,000 options with an exercise price equal to the closing market price of PubliCARD's Common Stock on such reissuance date. Pursuant to the agreement, one-third of the options vested on August 20, 2001, with the balance vesting quarterly over the following twelve quarters.

(5) Options have been granted pursuant to PubliCARD's 1993 Long-Term Incentive Plan.

(6) Options have been granted pursuant to PubliCARD's Non-Employee Director Stock Option Plan.

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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