

INTELLI CHECK INC

Form 4

June 20, 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 \*  
**RAO ASHOK**

(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)

06/16/2006

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<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Ownership<br>Indirect<br>Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|---|---|-----------------------------------|--|---|---|--|
| Common Stock, \$.001 par value     | 06/16/2006                              |   | A                                 | 1,622 A \$ 0   | 1,622   | D   |  |

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

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SEC 1474  
 (9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Option<br>(Right to<br>Buy)                         | \$ 4.98   | 07/27/2005                              |   | A                                       |  | 7,500  |     | 07/27/2005  | 07/27/2015         | Common<br>Stock | 7,500                               |
| Option<br>(Right to<br>Buy)                         | \$ 5.64   | 06/08/2005                              |   | A                                       |  | 3,000  |     | 06/08/2005  | 06/08/2015         | Common<br>Stock | 3,000                               |
| Option<br>(Right to<br>Buy)                         | \$ 4.37   | 12/03/2004                              |   | A                                       |  | 75,000   |     | 12/03/2004  | 07/08/2014         | Common<br>Stock | 75,000                              |
| Option<br>(Right to<br>Buy)                         | \$ 4.55   | 01/11/2005                              |   | A                                       |  | 3,000  |     | 01/11/2005  | 01/11/2015         | Common<br>Stock | 3,000                               |
| Option<br>(Right to<br>Buy)                         | \$ 4.55   | 01/11/2005                              |   | A                                       |  | 60,000<br><u>(1)</u>   |     | 01/11/2005  | 01/11/2010         | Common<br>Stock | 60,000<br><u>(1)</u>                |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| RAO ASHOK<br>246 CROSSWAYS PARK WEST<br>WOODBURY, NY 11797 |               |           | X       |       |

## Signatures

/s/ Ashok Rao                      06/19/2006  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Currently exercisable to the extent of 10,000 with the remaining 50,000 becoming exercisable upon the reporting person reaching certain performance based goals.

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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