

MANDELBAUM FRANK  
Form 4  
February 01, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
01/03/2006

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)  
Chairman and CFO

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	01/03/2006		M		25,000	A	\$ 3
Common Stock, \$.001 par value	01/03/2006		F		18,796	D	\$ 3.99
					598,577	D	
					579,781	D	

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**

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)		
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Option (Right to Buy)	\$ 3.99	01/03/2006		M		25,000		01/01/2001	01/01/2006	Common Stock	25
Rights <sup>(1)</sup>	\$ 8.5	01/03/2006		D		1,879		10/05/2001	06/30/2006	Common Stock	1
Option (Right to Buy)	\$ 3.22	11/08/2005		A	25,000			12/30/2005	12/30/2015	Common Stock	25
Option (Right to Buy)	\$ 4.37	12/03/2004		A	25,000			01/01/2005	01/01/2015	Common Stock	25
Option (Right to Buy)	\$ 4.37	12/03/2004		A	25,000			01/01/2006	01/01/2016	Common Stock	25
Option (Right to Buy)	\$ 4.37	12/03/2004		A	25,000			01/01/2007	01/01/2017	Common Stock	25
Option (Right to Buy)	\$ 8.22	07/10/2003		A	100,000			07/10/2003	07/10/2008	Common Stock	100
Option (Right to Buy)	\$ 12.1	02/01/2002		A	350,000			02/01/2002	02/01/2007	Common Stock	350
Option (Right to Buy)	\$ 3	08/04/1999		A	25,000			01/01/2002	01/01/2007	Common Stock	25
Option (Right to Buy)	\$ 3	07/15/1999		A	375,000			07/15/1999	07/15/2008	Common Stock	375
Rights <sup>(1)</sup>	\$ 8.5	12/13/2001		A	58,000			12/13/2001	06/30/2006	Common Stock	58

Rights (1) \$ 8.5 10/05/2001 A 39,549 10/05/2001 06/30/2006 Common Stock 39

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANDELBAUM FRANK 246 CROSSWAYS PARK WEST WOODBURY, NY 11797	X	X	Chairman and CFO	

## Signatures

/s/ Frank  
Mandelbaum 02/01/2006  
\*\*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) 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. 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.