

STAAHL THEODORE
Form 5
February 17, 2009

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STAAHL THEODORE

2. Issuer Name and Ticker or Trading Symbol
IR BIOSCIENCES HOLDINGS INC
[IRBS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

1329 SPANOS CT, SUITE A-1

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MODESTO, CA 95355

Form Filed by One Reporting Person
 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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---------|--|--|---|
| Common stock | 05/01/2004 | Â | J ⁽²⁾ | 350,000 | A | \$ 0.1 | 343,126 ₍₁₎ | D | Â |
| Common Stock | 09/15/2004 | Â | J ⁽³⁾ | 93,330 | A | \$ 0.11 | 343,126 ₍₁₎ | D | Â |
| Common Stock | 12/29/2004 | Â | P | 2,000,000 | A | \$ 0.12 | 343,126 ₍₁₎ | D | Â |
| Common Stock | 09/27/2006 | Â | P | 2,812 | A | \$ 0.25 | 281 ₍₁₎ | I | Wife |

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Common stock 07/02/2008 Â M 80,000 A \$ 0.0375 343,126⁽¹⁾ D Â

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 2270
(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Warrant to Purchase Common Stock | \$ 2 | 10/07/2003 | Â | A4 ⁽⁴⁾ | 17,500 | Â | 10/07/2003 | 10/07/2006 | Common Stock |
| Warrant to Purchase Common Stock | \$ 0.01 | 10/07/2003 | Â | A4 ⁽⁴⁾ | 8,750 | Â | 10/07/2003 | 10/07/2008 | Common Stock |
| Warrant to Purchase Common Stock | \$ 0.01 | 10/07/2003 | Â | A4 ⁽⁴⁾ | 8,750 | Â | 10/07/2003 | 10/07/2008 | Common Stock |
| Warrant to Purchase | \$ 1 | 05/18/2004 | Â | A4 ⁽⁴⁾ | 5,000 | Â | 05/18/2004 | 05/18/2007 | Common Stock |
| Warrant to Purchase Stock | \$ 0.25 | 05/27/2004 | Â | A4 ⁽⁴⁾ | 3,000 | Â | 05/27/2004 | 05/18/2007 | Common Stock |
| Warrant to Purchase Common stock | \$ 0.05 | 07/27/2004 | Â | A4 | 80,000 | Â | 07/27/2004 | 07/27/2009 | Common Stock |
| Warrant to | \$ 0.075 | 07/01/2008 | Â | M4 | Â | 80,000 | 06/11/2003 | 07/01/2008 | Common Stock |

Purchase
Common
Stock

Options
to

| | | | | | | | | | |
|----------|----------|------------|---|----|---------|---|------------|------------|-----------------|
| Purchase | \$ 0.166 | 08/01/2007 | Â | A4 | 250,000 | Â | 08/31/2007 | 07/31/2017 | Common Stock |
|----------|----------|------------|---|----|---------|---|------------|------------|-----------------|

Options
to

| | | | | | | | | | |
|----------|---------|------------|---|----|--------|---|------------|------------|-----------------|
| Purchase | \$ 0.15 | 11/26/2008 | Â | A4 | 75,000 | Â | 12/26/2008 | 11/25/2018 | Common Stock |
|----------|---------|------------|---|----|--------|---|------------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STAAHL THEODORE 1329 SPANOS CT SUITE A-1 MODESTO, CA 95355 | Â X | Â | Â | Â |

Signatures

Theodore Staahl 02/17/2009

__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) Adjusted for 1 for 10 stock split in August 2008.
- (2) Issued in connection with conversion of \$35,000 promissory note entered into on October 7, 2003 at \$0.10/share.
- (3) Issued in connection with conversion of principle and accrued interest \$10,000 promissory note entered on to on May 18, 2004 at 0.11/share.
- (4) Reported for initial Form 4 reporting purposes only. Warrants have expired.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.