

EVANS MURPHY
Form 4
August 26, 2010

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 *
EVANS MURPHY

2. Issuer Name and Ticker or Trading Symbol
PROFILE TECHNOLOGIES INC
[PRTK.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
204 RAILROAD STREET, P.O.
BOX 688

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2010

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

(Street)
LAURINBURG, NC 28532

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/25/2010 | | G | V | 5,000 | D | \$ 0 991,167 |
| Common Stock | 08/24/2010 | | X | V | 107,018 | A | \$ 0.75 1,112,921 ⁽¹⁾ |
| Common Stock | | | | | | I | 391,667 |
| Common Stock | | | | | | I | 230,500 |
| | | | | | | | See Footnote <u>(2)</u> |
| | | | | | | | See Footnote <u>(3)</u> |

| | | | |
|--------------|---------|---|------------------|
| Common Stock | 750,000 | I | See Footnote (4) |
|--------------|---------|---|------------------|

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

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Common Stock Warrants (right to buy) | \$ 0.75 | 08/24/2010 | | X | 7,018 | 06/29/2010 08/26/2010 | Common Stock 7,018 |
| Common Stock Warrants (right to buy) | \$ 0.75 | 08/24/2010 | | X | 100,000 | 08/26/2005 08/26/2010 | Common Stock 100,000 |
| Common Stock Warrants (right to buy) | \$ 0.75 | | | | | 08/26/2005 08/26/2010 | Common Stock 200,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| EVANS MURPHY 204 RAILROAD STREET P.O. BOX 688 LAURINBURG, NC 28532 | X | X | President | |

Signatures

/s/ Stephanie L. Apostolou,
attorney-in-fact

08/26/2010

__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) Includes 14,736 shares previously held through Arran Corporation which were distributed to the reporting person on June 29, 2010 and are now owned directly.
- (2) Shares owned by Falco Enterprises, Inc. of which the reporting person is President.
- (3) Shares owned by L&S Holdings, LLC of which the reporting person is President.
- (4) Shares owned by EnviroResources LLC which the reporting person controls.
- (5) 100,000 owned by Falco Enterprises, Inc. of which the reporting person is President and 100,000 owned by L&S Holdings, LLC of which the reporting person is President.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.