OMNI USA INC Form 4 July 18, 2006

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Vermaelen Theo			erson <u>*</u>	2. Issuer Name and Ticker or Trading Symbol OMNI USA INC [OUSA]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Mi	ddle)	3. Date of Earliest Transaction (Month/Day/Year) 04/06/2006				_X_ Director Officer (gives)	10%	% Owner ler (specify	
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Z	Zip)	Table	I - Non-De	erivative S	ecurities Acc	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	any				4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	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 \$.004995 par value					Zode V	inount	(2) 11100	654,359	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 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)

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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. Transactic Code (Instr. 8)	5. Number of or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
2006 Stock Option Plan	\$ 0.64	04/06/2006		A	60,000	04/06/2006	04/06/2011	Common Stock \$.004995 par value	60,00
2006 Stock Option Plan	\$ 0.75	04/06/2006		A	40,000	04/06/2006	04/06/2011	Common Stock \$.004995 par value	40,00
8% Convertible Debenture	\$ 0.5	06/20/2006		A	40,000	06/20/2006	06/20/2008	Common Stock \$.004995 par value	40,00
Warrant	\$ 0.6	06/20/2006		A	40,000	06/20/2006	06/20/2011	Common Stock \$.004995 par value	40,00
Warrant	\$ 1	06/20/2006		A	40,000	06/20/2006	06/20/2007	Common Stock \$.004995 par value	40,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
Vermaelen Theo	v					

Signatures

Lowell W. Giffhorn by Pwr of Atty for Theo	07/18/2006
Vermaelen	07/16/2000
**Signature of Reporting Person	Date

Reporting Owners 2

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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).

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.