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FARMSTEAD TELEPHONE GROUP INC

Form S-3

May 22, 2006

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON May 22, 2006

REGISTRATION NO. 333-_____

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

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Farmstead Telephone Group Inc.

(Exact name of registrant as specified in its charter)

Delaware

06-1205743

(State or other jurisdiction of
Incorporation or organization)

(I.R.S. Employer
Identification No.)

22 Prestige Park Circle
East Hartford, Connecticut 06108
(860) 610-6000

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Robert G. LaVigne
Executive Vice President, Chief Financial Officer and Secretary
Farmstead Telephone Group, Inc.
22 Prestige Park Circle
East Hartford, Connecticut 06108
(860) 610-6000

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Henry E. Knoblock, III, Esq.
Dongsup S. Kim, Esq.
Gesmer Updegrove LLP
40 Broad Street - 3rd Floor
Boston, Massachusetts 02109
Telephone (617) 350-6800
Facsimile: (617) 350-6878

Approximate date of proposed commencement of sale to public: As soon as practicable after this Registration Statement becomes effective.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans please check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered ----- | Amount of Securities to be Registered in the Offering ----- | Proposed Maximum Offering Price Per Security ----- | Proposed Maximum Aggregate Dollar Price of Securities to be Registered ----- | Amount of Fee (8) ----- |
|---|---|---|--|----------------------------------|
| Common Stock | 2,594,260 Shares (1) | \$1.89 | \$4,903,151.40 | \$ 524.64 |
| Common Stock | 300,670 Shares (2) | \$1.89 | \$ 568,266.30 | \$ 60.80 |
| Common Stock | 1,152,615 Shares (3) | \$1.89 | \$2,178,442.35 | \$ 233.09 |
| Common Stock | 701,181 Shares (4) | \$1.89 | \$1,325,232.09 | \$ 141.80 |
| Common Stock | 58,071 Shares (5) | \$1.89 | \$ 109,754.19 | \$ 11.74 |
| Common Stock | 250,000 Shares (6) | \$1.89 | \$ 472,500.00 | \$ 50.56 |
| Common Stock | 30,000 Shares (7) | \$1.89 | \$ 56,700.00 | \$ 6.07 |

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|--------------------------------------|---------------------|--------|----------------|------------|
| Total Securities to be Registered | 5,086,797 Shares | \$1.89 | \$9,614,046.10 | \$1,028.70 |
|--------------------------------------|---------------------|--------|----------------|------------|