MEDIABAY INC Form 4 April 05, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

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).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * **DITTUS JEFFREY A**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

MEDIABAY INC [MBAY] 3. Date of Earliest Transaction

(Check all applicable)

(First) 600 OLD GULPH ROAD

(Street)

(State)

(Month/Day/Year)

_X__ Director

10% Owner Other (specify

04/04/2005

X_ Officer (give title below)

below)

(Zip)

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Chief Executive Officer

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PENN VALLEY, PA 19072

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securitie Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | - | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|---|------------------------------------|------------|------------------|-----------|---|--|-----|---------------------|--------------------|-----------------|---------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amour Number Shares |
| Employee Stock Options (right to byu) | \$ 0.59 | 04/04/2005 | | A | | 1,000,000 | | <u>(1)</u> | 04/04/2015 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|--|--|--|--|
| .r. g | Director | 10% Owner | Officer | Other | | | | |
| DITTUS JEFFREY A | | | | | | | | |
| 600 OLD GULPH ROAD | X | | Chief Executive Officer | | | | | |
| PENN VALLEY PA 19072 | | | | | | | | |

Signatures

/s/ Jeffrey A.
Dittus

**Signature of Reporting Person

O4/05/2005

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) 400,000 options became exercisable on April 4, 2005, 200,000 become exercisable on April 4, 2006, 200,000 become exercisable on April 4, 2007 and 200,000 become exercisable on April 4, 2008.

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.

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