Edgar Filing: Valenzuela Steve - Form 4

Valenzuela S	Steve									
Form 4	2006									
January 05,	_								PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMMISSION	OMB OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. SECURITIES SECURITIES						Expires: Estimated a burden hour response	es: January 31 2005 ated average n hours per			
(Print or Type	Responses)									
Valenzuela Steve Symb			ssuer Name and Ticker or Trading ool DMAGIC CORP [NMGC]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		e of Earliest T	L	_		(Check	c all applicable)	
3250 JAY STREET 01/04/2 (Street) 4. If Ame			(Month/Day/Year) 01/04/2006				X_ Director 10% Owner Officer (give title Other (specify below)			
			Amendment, Day/Yea	-	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SANTA CL	ARA, CA 95054.						Form filed by M Person			
(City)	(State)	(Zip)	able I - Non-I	Derivative	Secu	rities Acqu	uired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if Tran Instr. 3) any Cod			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/04/2006		М	2,917	А	\$ 1.85	2,917	D		
Common Stock	01/04/2006		S	2,917	D	\$ 9.4235	0	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

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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 on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ive Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of Sł
Non-Qualified Stock Option (right to buy)	\$ 1.85	01/04/2006		М	2,917	07/02/2005(1)	06/02/2015	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Valenzuela Steve 3250 JAY STREET SANTA CLARA, CA 95054	Х							
Signatures								
By: Charlotte Willson For: Stev Valenzuela	ve	01/	05/2006					
**Signature of Reporting Person	L		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) The option shares shall vest at the rate of 1/48 each month and continuing monthly so that the options shall be exercisable in full in the 48th month.
- (2) On August 12, 2005 after market close, the Company completed a 1:5 reverse stock split. All share amounts and option exercise prices for those options granted prior to such date have been adjusted accordingly.

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.