

CHEZ RONALD L
Form 4
August 31, 2009

FORM 4

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

OMB APPROVAL

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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 *
CHEZ RONALD L

2. Issuer Name and Ticker or Trading Symbol
Merriman Curhan Ford Group, Inc.
[MERR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2009

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

C/O BARRY FISCHER, 55 EAST MONROE STREET

(Street)

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

CHICAGO, IL 60657

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					327,747	D	

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

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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. 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 Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Secured Convertible Promissory Note	\$ 0.65	08/27/2009		J ⁽¹⁾		11/28/2009	06/01/2011	Cor S
Series D Convertible Preferred Stock	⁽²⁾	08/27/2009		P ⁽¹⁾	7,906,977	09/08/2009 ⁽³⁾	⁽²⁾	Cor S
Warrant To Purchase Common Stock	\$ 0.65 ⁽⁴⁾	08/27/2009		P ⁽¹⁾	7,906,977	09/08/2009 ⁽³⁾	09/08/2014	Cor S
Warrant To Purchase Common Stock	\$ 0.65 ⁽⁴⁾	08/27/2009		P ⁽¹⁾	456,654	07/31/2009	07/31/2019	Cor S
Warrant To Purchase Common Stock	\$ 0.5 ⁽⁴⁾					06/01/2009	06/01/2019	Cor S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEZ RONALD L C/O BARRY FISCHER 55 EAST MONROE STREET CHICAGO, IL 60657	X	X		

Signatures

/s/ Barry L. Fischer, attorney-in-fact for Ronald L. Chez
 **Signature of Reporting Person
 08/31/2009
 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).

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The Series D Convertible Preferred Stock and Warrant to Purchase Common Stock disclosed herein were purchased for \$3,400,000. As partial consideration for such purchase, the Secured Promissory Note previously purchased by the Reporting Person will be cancelled as of the issue date (see note 3) and the \$100,000 principal amount of the Secured Convertible Promissory Note and accrued interest

- (1) thereunder will be applied to the purchase price of the Series D Convertible Preferred Stock and Warrant. Also in connection with the transaction, holders of Warrants to Purchase Common Stock in the Company agreed to transfer warrants to purchase an aggregate of 456,654 shares Common Stock originally issued July 31, 2009 to the Reporting Person. Please see the Reporting Persons Amendment to Schedule 13D filed August 31, 2009 for more information.
- (2) The Series D Convertible Preferred Stock is convertible into common stock on a one-for-one basis, subject to adjustment for certain dilutive events. The Series D Convertible Stock does not have an expiration date.

The cash portion of the purchase price of the Series D Convertible Preferred Stock and Warrant reported herein were escrowed on August 27, 2009. The escrowed amount will be released to the Issuer, the Secured Convertible Promissory Note cancelled and the Series D

- (3) Convertible Preferred Stock and Warrant to Purchase Common Stock disclosed herein will be issued on the tenth day following notice regarding the transaction is mailed to the Issuer's stockholders in accordance with Nasdaq Listing Rule 5635(f), which the Reporting Person understands was mailed on August 27, 2009.
- (4) The exercise price and number of shares of common stock issuable pursuant to the Warrant to Purchase Common Stock are subject to adjustment for certain dilutive events.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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