ARLEN GARY H Form 4

December 28, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ARLEN GARY H

(First)

2. Issuer Name and Ticker or Trading Symbol

NTN BUZZTIME INC [NTN]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner

5966 LA PLACE COURT

(Month/Day/Year) 06/10/2005

Other (specify Officer (give title below) 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

Person

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

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

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned Following (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or (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 Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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| | Derivative Security | | | | or Disposed of (D) (Instr. 3, 4, and 5) | f | | | |
|---|------------------------|------------|------------|--------|---|-----------------------|--------------------|-----------------|------------------------------------|
| | | | | Code V | (A) (D) |) Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Director Stock Option, Right to Buy | \$ 2 | 06/10/2005 | 06/10/2005 | A | 20,000 | 07/31/2005 <u>(1)</u> | 06/09/2015 | Common Stock | 20,000 |
| Director Stock Option, Right to Buy | \$ 1.54 | 06/14/2006 | 06/14/2006 | A | 20,000 | 07/31/2006(2) | 06/13/2016 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| Transfer and the same | Director | 10% Owner | Officer | Other | | |
| ARLEN GARY H 5966 LA PLACE COURT CARLSBAD, CA 92008 | X | | | | | |

Signatures

Gary Arlen 12/28/2006

**Signature of Reporting Person 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) Director Stock Option grant under the NTN Communications, Inc. 2004 Performance Incentive Plan. The option vests in ten (10) equal monthly installments, with the first installment vesting on July 31, 2005.
- (2) Director Stock Option grant under the NTN Buzztime, Inc. 2004 Performance Incentive Plan. The option vests in in twelve (12) equal monthly installments, with the first installment vesting on July 31, 2006.

Remarks:

This Form 4 is being filed to report two different Director Stock Options granted in June 2005 and June 2006.

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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