Edgar Filing: INTERNATIONAL MICROCOMPUTER SOFTWARE INC /CA/ - Form 4

INTERNATIONAL MICROCOMPUTER SOFTWARE INC /CA/

Form 4 May 24, 2006

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or 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

burden hours per response...

1(b).

(Print or Type Responses)

| 1. Name and A MAYER RO | ddress of Reporting F DBERT M | Person <u>*</u> | Symbol INTERN | NATIC COMI | Name and Ticker or Trading ATIONAL COMPUTER SOFTWARE / [IMSI] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | |
|---|---|--------------------------------|---------------|---------------|--|--|------------------|---|--|--------------|--|
| (Last) | | liddle) | (Month/D | ay/Year | | | | | _X_ Officer (give title Other (specify below) EVP | | |
| 100 ROWLAND WAY, SUITE 300 | | | 05/22/2006 | | | | | | | | |
| | (Street) | 4. If Amendment, Date Original | | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| NOVATO, O | Filed(Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | lly Owned | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution | | 3. | actio | 4. Securit on(A) or Dis (D) (Instr. 3, 4 | ies Ac sposed | quired l of | · • | 7. Nature of | |
| Common Stock | 05/22/2006 | 05/22/ | 2006 | Code M | V | Amount 26,000 | (D) | Price \$ 0.2 | 436,206 | D | |
| Common Stock | 05/22/2006 | 05/22/ | 2006 | S | | 26,000 | D | \$ 1.9 | 410,206 | 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.

SEC 1474

(9-02)

Edgar Filing: INTERNATIONAL MICROCOMPUTER SOFTWARE INC /CA/ - Form 4

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

| 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) | TransactiorDerivative Code Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---------------------------------------|---------------------|--|-----------------|---|----|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Common Stock option (right to buy) | \$ 0.2 | 05/22/2006 | 05/22/2006 | M | 26,000 | <u>(1)</u> | (2) | Common Stock | 26,000 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Nebulung Owner Name / Address | |

Director 10% Owner Officer Other

MAYER ROBERT M 100 ROWLAND WAY SUITE 300 NOVATO, CA 94945

EVP

Signatures

Bob Mayer 05/24/2006

**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) Options vest monthly for 48 months from the grant date of 08/30/2001.
- (2) Options terminate 90 days after termination of employment, otherwise they terminate on 08/30/2011.

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.

Reporting Owners 2