

JOBE WILLIAM D
Form 4/A
February 10, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
JOBE WILLIAM D

2. Issuer Name and Ticker or Trading Symbol
TRINITY LEARNING CORP
[TTYL.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2003

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

C/O TRINITY LEARNING CORP, 3685 MT. DIABLO BLVD., SUITE 161

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/15/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LAFAYETTE, CA 94549

(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) Price			
Common Stock					200,000	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 and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option, Right to Buy ⁽¹⁾	\$ 0.5	12/31/2003		A	125,000	12/31/2003	12/31/2008	Common Stock	125,000
Stock Option, Right to Buy ⁽¹⁾	\$ 0.85	09/01/2004		A	25,000	09/01/2004	09/01/2009	Common Stock	25,000
Stock Option, Right to Buy ⁽¹⁾	\$ 0.5	01/28/2005		A	125,000	01/28/2005	01/28/2010	Common Stock	125,000
Stock Option, Right to Buy ⁽¹⁾	\$ 0.22	04/18/2005		A	125,000	04/18/2005	04/18/2010	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOBE WILLIAM D C/O TRINITY LEARNING CORP 3685 MT. DIABLO BLVD., SUITE 161 LAFAYETTE, CA 94549	X			

Signatures

Brent Christensen, Attorney
in fact
Date: 02/10/2006

**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) The Stock options vest as follows: 25% of the option shares vest immediately and 1/36 of the remaining option shares vest each month thereafter.

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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