**ALONI YAIR** Form 4 February 28, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Print or Type Responses)

				d Ticker or T	_	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 12A SHABA	(First) (MAZI STREET	(Month	3. Date of Earliest Transaction (Month/Day/Year) 08/18/2004			_X_ Director Officer (give below)		Owner er (specify
	(Street)		nendment, Day/Yea	Č		6. Individual or Jo Applicable Line) _X_ Form filed by	·	
TEL AVIV,							More than One Re	
(City)	(State)	(Zip) Ta	ble I - Non-I	Derivative Se	ecurities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if		Code	4. Securities on(A) or Disp (Instr. 3, 4		5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)		
			Code V	Amount	(A) or (D) Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Shares	08/18/2004		P	280,005	D \$0	280,005	D	

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)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 or Number of Shares
Options	\$ 1.15	06/21/2005		A	50,000	<u>(1)</u>	08/18/2014	Common stock	50,000
Options	\$ 1.29	05/04/2006		A	100,000	<u>(1)</u>	08/18/2014	Common stock	100,000
Options	\$ 0.53	02/23/2007		A	75,000	(2)	08/18/2014	Common stock	75,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ALONI YAIR						
12A SHABAZI STREET	X					
TEL AVIV, L3 00000						

# **Signatures**

/s/ Yair Aloni 02/28/2007

\*\*Signature of Date
Reporting Person

## **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 is exercisable with respect to 25% of shares on the first anniversary commencing the grant date and the remaining shares thereafter in equal installments on the last day of each month for 36 months following the first anniversary commencing the grant date.
- (2) The option is exercisable with respect to 1/3 on each of 1st, 2nd and 3rd anniversary from and after the date of grant.

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