

ENTRX CORP
Form 5
February 14, 2008

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MILLS WAYNE WILLIAM

2. Issuer Name and Ticker or Trading Symbol
ENTRX CORP [ENTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

2125 HOLLYBUSH ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MEDINA, MN 55340

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

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	09/24/2007	^	S4	25,000 D \$ 0.32	675,000	D	^
Common Stock	10/29/2007	^	S4	35,000 D \$ 0.295	640,000	D	^
Common Stock	10/29/2007	^	S4	25,000 D \$ 0.295	615,000	D	^
Common Stock	10/30/2007	^	S4	15,000 D \$ 0.3	600,000	D	^
	11/13/2007	^	S4	25,000 D \$ 0.39	575,000 ⁽¹⁾	D	^

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Common Stock										
Common Stock	10/12/2007	Â	S4	25,000	D	\$ 0.335	225,000	I		By spouse
Common Stock	10/15/2007	Â	S4	25,000	D	\$ 0.335	200,000	I		By spouse
Common Stock	12/06/2007	Â	S4	25,000	D	\$ 0.375	175,000	I		By Spouse
Common Stock	11/26/2007	Â	S4	10,000	D	\$ 0.4	40,000	I		By Blake Capital Partners, LLC
Common Stock	11/27/2007	Â	S4	15,000	D	\$ 0.39	25,000	I		By Blake Capital Partners, LLC
Common Stock	11/29/2007	Â	S4	5,000	D	\$ 0.4	20,000	I		By Blake Capital Partners, LLC
Common Stock	12/04/2007	Â	S4	20,000	D	\$ 0.385	0	I		By Blake Capital Partners, LLC ⁽²⁾

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

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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)	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)	8. Amount or Number of Shares
Stock Options	\$ 1.03	Â	Â	Â	Â (A) (D)	05/10/2004 12/31/2010	Common Stock	50,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLS WAYNE WILLIAM 2125 HOLLYBUSH ROAD MEDINA, MN 55340	^	^ X	^	^

Signatures

/s/ Wayne W.
Mills

02/14/2008

**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) Includes shares held in the Reporting Person's IRA
 - (2) A limited liability company, of which the Reporting Person is sole member.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.