

ABRAMS INDUSTRIES INC
Form 5/A
June 16, 2006

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 *
ABRAMS DAVID L

2. Issuer Name and Ticker or Trading Symbol
ABRAMS INDUSTRIES INC
[ABRI]

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)
04/30/2006

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

P.O. BOX 53407

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
06/14/2006

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30355

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 Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$1.00 Per Share	12/12/2005		W	440 A \$0	673,868	I	By Kandu Partners,L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock, Par Value \$1.00 Per					121,006	D	

Share

Common
Stock, Par
Value \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} 27,570 I
\$1.00 Per
Share

By Purple
Heart
Partners,
LLLP ⁽⁴⁾ ⁽⁵⁾

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. of D
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRAMS DAVID L P.O. BOX 53407 ATLANTA, GA 30355	\hat{A} X	\hat{A} X	\hat{A}	\hat{A}
KANDU PARTNERS LP P.O. BOX 53407 ATLANTA, GA 30355	\hat{A}	\hat{A} X	\hat{A}	\hat{A}
Kandu Management Corp. P.O. BOX 53407 ATLANTA, GA	\hat{A}	\hat{A} X	\hat{A}	\hat{A}

Signatures

/s/ David L.
Abrams 06/16/2006

**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) This amended Form 5 is filed to correct the Joint Filer Information exhibit.

(2) The shares are held by Kandu Partners, L.P. David L. Abrams is the President of Kandu Management Corp., the general partner of Kandu Partners, L.P.

(3) The filing of this report shall not be deemed to be an admission by David L. Abrams or Kandu Management Corp. that they beneficially own the shares owned directly by Kandu Partners, L.P. and they hereby disclaim the same, except to the extent of their pecuniary interest therein.

(4) The shares are held by Purple Heart Partners LLLP. David L. Abrams, along with Janet B. Abrams, jointly controls the general partner of Purple Heart Partners, LLLP.

(5) The filing of this report shall not be deemed to be an admission by David L. Abrams that he beneficially owns the shares owned directly by Purple Heart Partners, LLLP, and he hereby disclaims the same, except to the extent of his pecuniary interest therein.

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.