EMERGE INTERACTIVE INC

Form 4 May 20, 2005

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

obligations may continue. See Instruction

1(b).

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 *

SINCLAIR CHRISTOPHER A

(Last) (First) (Middle)

615 LAKE AVE.

(Instr. 3)

(Street)

GREENWICH, CT 06830

2. Issuer Name and Ticker or Trading

Symbol

EMERGE INTERACTIVE INC [EMRG]

3. Date of Earliest Transaction (Month/Day/Year) 05/19/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

Person

5. Amount of

(City) (State) (Zip)

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Transaction(s) (Instr. 3 and 4) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Instr. 4)

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)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Conversion TransactionDerivative Derivative **Expiration Date** (Month/Day/Year) Execution Date, if or Exercise Code (Month/Day/Year) Security Securities any

(Instr. 3 and 4)

7. Title and Amoun

Underlying Securiti

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		* `	nstr. 3, 4,				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-qualified Stock Option	\$ 0.54	05/19/2005		A		75,000		<u>(1)</u>	05/19/2015	Class A Common Stock	75,0

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
SINCLAIR CHRISTOPHER A 615 LAKE AVE. GREENWICH, CT 06830	X							

Signatures

Robert E. Drury,
POA

**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 were 25% vested on grant date and vest an additional 25% on each anniversary of the grant date thereafter.

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.

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