LEEDS BRUCE

Form 4

February 14, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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

Check this box

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * LEEDS BRUCE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First) (Middle)

(Zin)

SYSTEMAX INC [SYX]

(Check all applicable)

C/O SYSTEMAX INC., 11

3. Date of Earliest Transaction

(Month/Day/Year) 01/26/2006

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

HABROR PARK DRIVE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PORT WASHINGTON, NY 11050

(State)

(City)	(State)	Table Table	e I - Non-	-De	rivative Se	curiti	es Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	tion	4. Securitie (A) or Disp (Instr. 3, 4 a	osed o	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/26/2006				269,149 (1)	` ′	\$ 0	494,800	I	See footnote (2)
Common Stock	01/26/2006		G '	V	269,149 (1)	A	\$0	269,149	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nı
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date		Amount of		Derivative	Deri
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Tran
					of (D)						(Inst
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	11116	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer

LEEDS BRUCE C/O SYSTEMAX INC. 11 HABROR PARK DRIVE PORT WASHINGTON, NY 11050

X

Signatures

/s/ Bruce Leeds by Curt Rush, Attorney-in-fact

02/14/2006

**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) Reflects transfer from a trust in which Mr. Leeds had an annuity interest back to Mr. Leeds.
 - Represents all of the shares owned by a partnership the geneal partner of which is a limited liability company equally owned by Mr. Leeds and two other members. Note that in addition to the shares reported in Table 1, Mr. Leeds is a trustee of various trusts owning an
- (2) aggregate of 7,632,057 shares of the Issuer as to which Mr. Leeds does not have any pecuniary interest (and thus is not deemed a beneficial owner under Section 16) and Mr. Leeds has a direct or indirect pecuniary interest in irrevocable trusts that own 7,143,498 shares of which Mr. Leeds is not a trustee (and thus is not deemed a beneficial owner under Section 16).

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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