### Edgar Filing: MAJESCO ENTERTAINMENT CO - Form 4

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Form 4	ENTERTAINMEN	T CO						
August 07, 2	2006							
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION							3235-0287	
Check this box Washington, D.C. 20549							January 31,	
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							2005	
0	subject to Section 16. SECURITIES						Estimated average burden hours per	
Form 4 c Form 5	Form 4 or							
obligatio			n 16(a) of the Securiti	•				
may con	tinue. Section 17(a)		Utility Holding Com Investment Company	• •		1		
See Instr 1(b).	ruction	50(ii) of the	investment compan					
(Print or Type ]	Responses)							
1. Name and A	Address of Reporting Pe	erson <u>*</u> 2. Iss	suer Name <b>and</b> Ticker or '	Frading	5. Relationship of	Reporting Pers	son(s) to	
SUTTON N	AORRIS	Symbo	ol		Issuer			
MAJ [CO			ESCO ENTERTAIN	(Chec)	2)			
			)L]					
(Last)	(First) (Mi		e of Earliest Transaction		Director X Officer (give	X10%		
			h/Day/Year)	below) below)				
160 RARITAN CENTER 08/03/2006 Ir PARKWAY						nterim CEO		
	(Street)	4. If A	mendment, Date Original		6. Individual or Jo	int/Group Filir	19(Check	
			Month/Day/Year)	Applicable Line)				
					_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
EDISON, N	J 08837				Person		porting	
(City)	(State) (Z	Cip) T	able I - Non-Derivative S	Securities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Date			ies Acquired	5. Amount of	6. Ownership		
Security (Month/Day/Year) Execution D (Instr. 3) any (Month/Day			Code (Instr. 3, 4		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
				Owned	Indirect (I)	Ownership		
					Following Reported	(Instr. 4)	(Instr. 4)	
				(A)	Transaction(s)			
			Code V Amount	or (D) Price	(Instr. 3 and 4)			
Common	08/03/2006		347 518			D		
Stock	08/05/2000		A $(1)$	A (1)	1,160,381 <u>(2)</u>	D		

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

Persons who respond to the collection of information contained in this form are not 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 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. Transact Code (Instr. 8)	5. iorNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code N	<sup>7</sup> (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SUTTON MORRIS 160 RARITAN CENTER PARKWAY EDISON, NJ 08837		Х	Interim CEO			
Signatures						

\*\*Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents restricted stock that vests as follows: one-half of the shares vest on the second anniversary of the grant date and the remaining (1) half of the shares vest on the third anniversary of the grant date.
- Of the amount identified, 805,363 shares are held pursuant to a voting agreement by which Morris Sutton has the power to vote the shares (2) held in the name of his daughter, Sarah Sutton.

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.