

KHASHOGGI ESSAM  
Form 4  
November 10, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KHASHOGGI ESSAM**

2. Issuer Name and Ticker or Trading Symbol  
**EARTHSHELL CORP [ERTH]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/26/2004**

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

**C/O E KHASHOGGI INDUSTRIES LLC, 3916 STATE STREET, SUITE 110**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**SANTA BARBARA, CA 93105**

(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 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	10/26/2004	(4)	J(1)	918,333 A	\$ 3 (1) 6,526,835	I	The shares are owned by E. KHASHOGGI INDUSTRIES LLC, an affiliate of the reporting person. (3)
Common Stock	10/26/2004	(4)	J(2)	491,778 A	\$ 3 6,526,835	I	The shares are owned by E. KHASHOGGI

Common Stock	10/26/2004	<u>(4)</u>	<u>J(1)</u>	133,161	A	<u>\$ 4</u> <u>(1)</u>	6,526,835	I	INDUSTRIES LLC, an affiliate of the reporting person. <u>(3)</u>  The shares are owned by E. KHASHOGGI INDUSTRIES LLC, an affiliate of the reporting person. <u>(3)</u>
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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.**

SEC 1474  
(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KHASHOGGI ESSAM C/O E KHASHOGGI INDUSTRIES LLC 3916 STATE STREET, SUITE 110 SANTA BARBARA, CA 93105	X	X		

## Signatures

/s/ Essam

Khashoggi

11/10/2004

    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) Conversion of \$2,775,000 principal amount at \$3.00 per share and \$532,644 outstanding interest at \$4.00 per share of existing debt of E. KHASHOGGI INDUSTRIES LLC.
- (2) Conversion of an aggregate of \$1,475,333 at \$3.00 per share of existing debt of an affiliate of E. KHASHOGGI INDUSTRIES LLC, who subsequently assigned the debt to E. KHASHOGGI INDUSTRIES LLC.
- (3) The shares are owned by E. KHASHOGGI INDUSTRIES LLC, an affiliate of the reporting person.
- (4) N/A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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