Edgar Filing: INSIGNIA SYSTEMS INC/MN - Form 4

INSIGNIA SYSTEMS INC/ Form 4 May 23, 2005	MN								
								PPROVAL	
UNITED	STATES					COMMISSIO	N OMB Number:	3235-0287	
Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSH SECURITIES						Estimated burden ho response	urs per	
obligations Theu put	(a) of the F	Public Ut	ility Hole	ding Cor		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Responses)									
1. Name and Address of Reporting RAMSDELL W ROBERT		2. Issuer Name and Ticker or Trading Symbol INSIGNIA SYSTEMS INC/MN [ISIG]				5. Relationship of Reporting Person(s) to Issuer			
						(Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year)			X_ DirectorX_ 10% Owner Officer (give titleOther (specify below) below)			
6470 SYCAMORE COURT 05/18/2005 Delow) Delow)									
(Street) MAPLE GROVE, MN 5536		I. 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				
(City) (State)	(Zip)	Tabl	e I - Non-I)erivative	Securities A	Person	of or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)		ed Date, if y/Year)	3. Transaction Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or 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	
Reminder: Report on a separate line	e for each cla					or indirectly			
Reminder. Report on a separate line		200 OI SECU	anes benef	Perso inforn requir	ns who res nation cont red to respo nys a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
Tab					posed of, or convertible s	Beneficially Owner securities)	đ		

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	D

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8		Securitie Acquired (A) or Disposed (D) (Instr. 3, and 5)	d d of	(Month/Day/Y	ear)	(Instr. 3 and	4)	5
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 0.96	05/18/2005		А		5,000		05/18/2005	05/18/2015	Common Stock	0	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Terformig o miner i anne i rian ous	Director	10% Owner	Officer	Other			
RAMSDELL W ROBERT 6470 SYCAMORE COURT NORTH MAPLE GROVE, MN 55369	Х	Х					
Signatures							
Dry /a/W/ Dahart							

By: /s/ W. Robert Ramsdell	05/20/2005
<u>**</u> 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).

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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