

ARI NETWORK SERVICES INC /WI  
Form SC 13G/A  
February 17, 2006

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**ARI NETWORK SERVICES, INC.**

-----  
(Name of Issuer)

Common Stock, \$0.001 par value

-----  
(Title of Class of Securities)

001930205

-----  
(CUSIP Number)

December 31, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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**1. NAME OF REPORTING PERSON**

BRIAN E. DEARING

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
(ENTITIES ONLY)

N/A

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OF ORGANIZATION**

WISCONSIN

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:**

**5. SOLE VOTING POWER**

192,902

**6. SHARED VOTING POWER**

376,350

**7. SOLE DISPOSITIVE POWER**

192,902

**8. SHARED DISPOSITIVE POWER**

376,350

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

569,252

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**10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** [ ]

Not Applicable

**11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

9.1%

**12. TYPE OF REPORTING PERSON**

IN

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**NOTE:**                    **The purpose of this amendment is to provide additional detail concerning the various forms of stock ownership by Mr. Dearing. See item 4.**

**ITEM 1 (a)                NAME OF ISSUER**

ARI NETWORK SERVICES, INC.

**(b)                        ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES**

11425 W. LAKE PARK DRIVE, SUITE 900, MILWAUKEE, WISCONSIN 53224

**ITEM 2 (a)                NAME OF PERSON FILING**

BRIAN E. DEARING

**(b)                        ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

11425 W. LAKE PARK DRIVE, SUITE 900, MILWAUKEE, WISCONSIN 53224

**(c)                        CITIZENSHIP**

WISCONSIN

**(d)                        TITLE OF CLASS OF SECURITIES**

COMMON STOCK

**(e)                        CUSIP NUMBER**

001930205

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with Section 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Section 13d-1(b)(1)(ii)(F);

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- ITEM 3. Continued**
- |     |     |   |
|-----|-----|---|
| (g) | [ ] | A parent holding company or control person in accordance with Section 13d-1(b)(1)(ii)(G);   |
| (h) | [ ] | A savings association defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);  |
| (i) | [ ] | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | [ ] | Group, in accordance with Section 13d-1(b)(1)(ii)(J).   |

**ITEM 4. OWNERSHIP**

(a)	Amount Beneficially Owned	569,252
(b)	Percent of Class	9.1%
(c)	Number of Shares as to which the person has:	
(i)	Sole power to vote or to direct the vote:	192,902
(ii)	Shared power to vote or to direct the vote:	376,350
(iii)	Sole power to dispose or to direct the disposition of:	192,902
(iv)	Shared power to dispose or to direct the disposition of:	376,350

The detail of Mr. Dearing's beneficial ownership as of December 31, 2005 is as follows:

Sole Voting/Dispositive Power	Shared Voting/Dispositive Power
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			Total
Shares owned outright	86,370	-	86,370
Shares held in family trust (Notes 1, 2)	-	103,500	103,500
Shares held in Mr. Dearing's 401(k) (vested)	<u>10,157</u>	<u>-</u>	<u>10,157</u>
Total shares owned	96,527	103,500	200,027
Options exercisable within 60 days	96,375	-	96,375
Total shares and options owned	<u>192,902</u>	<u>103,500</u>	<u>296,402</u>
Total shares in ARI 401(k) Plan (Note 3)	-	283,007	283,007
Less: Mr. Dearing's 401(k) shares included above	<u>-</u>	<u>(10,157)</u>	<u>(10,157)</u>
Total reported shares and options	<u>192,902</u>	<u>376,350</u>	<u>569,252</u>

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The detail of Mr. Dearing's beneficial ownership as of December 31, 2004, as reflected in the Schedule 13G filed on February 14, 2005, is as follows:

	Sole Voting/Dispositive Power	Shared Voting/Dispositive Power	Total
Shares owned outright	76,370	-	76,370
Shares held in family trust (Notes 1, 2)	103,500	-	103,500
Shares held in Mr. Dearing's 401(k) (vested)	<u>9,469</u>	<u>-</u>	<u>9,469</u>
Total shares owned	189,339		189,339
Options exercisable within 60 days	78,667		78,667
Total shares and options owned	<u>268,006</u>	<u>-</u>	<u>268,006</u>
Total Shares in ARI 401(k) Plan (Note 3)	-	275,666	275,666
Less: Mr. Dearing's 401(k) shares included above	<u>-</u>	<u>(9,469)</u>	<u>(9,469)</u>
Total reported shares and options	<u>268,006</u>	<u>266,197</u>	<u>534,203</u>

- (1) Trust was created as part of Mr. Dearing's first wife's estate and partially funded by shares owned by Mr. Dearing. Mr. Dearing is one of two trustees.
- (2) Trust shares were incorrectly classified as Sole Voting/Dispositive Power in Form 13G filed in February 2005.
- (3) Mr. Dearing is one of two trustees of ARI's 401(k) Plan.

**ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not Applicable.

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**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY**

Not Applicable

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not Applicable

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP**

Not Applicable

**ITEM 10. CERTIFICATION**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of the 17th day of February, 2006.

/s/ Brian E. Dearing  
Signature

Brian E. Dearing  
Name/Title