## Edgar Filing: Mysogland Ernest C - Form 4

Mysogland Ernes Form 4	t C								
October 25, 2005									
FORM 4									PPROVAL
Washington, D.C. 20549									3235-0287
Check this box if no longer									
subject to Section 16. Form 4 or Form 5		IGES IN SECUI	RITIES	Estimated burden hou response	urs per				
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(	a) of the I	Public U	tility Hol	ding Co		ange Act of 1934, ct of 1935 or Secti 1940		
(Print or Type Respon	nses)								
1. Name and Address Mysogland Ernes	Symbol	er Name <b>and</b> TECHN			5. Relationship of Reporting Person(s) to Issuer				
		INGS ING			(Check all applicable)				
(				f Earliest T Day/Year) 2005	ransactio	n	DirectorX_ 10% Owner X_ Officer (give title Other (specify below) below) Chief Legal Officer		
			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
FAIRFIELD, CT	06824						Person	More than One R	eporting
(City) (	State)	(Zip)	Tab	le I - Non-l	Derivativ	ve Securities	Acquired, Disposed	of, or Beneficia	lly Owned
	nsaction Date th/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	Dispose (Instr. 3	ed (A) or ed of (D) , 4 and 5) (A) or	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)
				Code V	Amoun	t (D) Pric	e (		
Reminder: Report on	a separate line	for each cla	ass of secu	urities bene	-	-	-	ation of (	NEC 1474
					info requ disp	rmation con	espond to the colle ntained in this form pond unless the fo ently valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	]	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 1.19	10/21/2005 <u>(1)</u>		А		200,000		<u>(2)</u>	10/21/2010	Common Stock	200,00

## **Reporting Owners**

<b>Reporting Owner Name / Add</b>	iress	Relationships							
	Director	10% Owner	Officer	Other					
Mysogland Ernest C 258 OLD SPRING ROAD FAIRFIELD, CT 06824	)	Х	Chief Legal Officer						
Signatures									
Ernest C Mysogland	10/25/2005								
<u>**</u> Signature of	Date								

<u>\*\*</u>Signature of Reporting Person

## **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).

The option grant was approved by the Compensation Committee of Warp Technology Holdings Inc.'s Board of Directors on September(1) 13, 2005, subject to shareholder approval of the stock option plan under which the option was granted. The plan was approved by the shareholders on October 21, 2005.

(2) 25% vests on December 31, 2005; remaining 75% vests ratably each month for the next 36 months.

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.