

INSIGNIA SOLUTIONS PLC  
 Form 5  
 August 24, 2005

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 McMillan Mark

2. Issuer Name and Ticker or Trading Symbol  
 INSIGNIA SOLUTIONS PLC  
 [INSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 10/18/2004

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

C/O INSIGNIA SOLUTIONS, 41300 CHRISTY STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FREMONT, CA 94538

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares represented by American Depositary Shares			3	(A) or (D) Price		D	

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

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(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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Warrants-right to buy Ordinary Shares <sup>(1)</sup>	\$ 1.06 <sup>(3)</sup>	10/18/2004	∅	P	13,021 ∅	04/18/2005 04/18/2010	Ordinary Shares represented by American Depository Shares

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McMillan Mark C/O INSIGNIA SOLUTIONS 41300 CHRISTY STREET FREMONT, CA 94538	∅	X	∅	∅ President & CEO ∅

**Signatures**

/s/ Mark  
McMillan  
08/23/2005  
Date

\*\*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).
- (1) Represented by American Depository Shares.
- (2) Includes 8,428 American Depository Shares acquired under the Issuer's employee stock purchase plan in January and July 2004.
- (3) The Exercise Price shall be at least the US Dollar equivalent of 20.5 pence per American Depository Share calculated by reference to the average currency conversion rate quoted by the Bank of America in London as the price for Pounds Sterling purchased with US Dollars prevailing at the date the Warrant is exercised.

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