

OMNI USA INC
Form 4
July 18, 2006

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

| | | | | |
|---|----------|----------|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading | 5. Relationship of Reporting Person(s) to |
| Vermaelen Theo | | | Symbol | Issuer |
| (Last) | (First) | (Middle) | OMNI USA INC [OUSA] | (Check all applicable) |
| | | | 3. Date of Earliest Transaction | <input checked="" type="checkbox"/> Director |
| | | | (Month/Day/Year) | <input type="checkbox"/> 10% Owner |
| | | | 04/06/2006 | <input type="checkbox"/> Officer (give title below) |
| | | | 4. If Amendment, Date Original | <input type="checkbox"/> Other (specify below) |
| | (Street) | | Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check |
| | | | | Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock \$.004995 par value | | | | | 654,359 | D | |

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)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 2006 Stock Option Plan | \$ 0.64 | 04/06/2006 | | A | 60,000 | 04/06/2006 | 04/06/2011 | Common Stock \$0.004995 par value | 60,000 |
| 2006 Stock Option Plan | \$ 0.75 | 04/06/2006 | | A | 40,000 | 04/06/2006 | 04/06/2011 | Common Stock \$0.004995 par value | 40,000 |
| 8% Convertible Debenture | \$ 0.5 | 06/20/2006 | | A | 40,000 | 06/20/2006 | 06/20/2008 | Common Stock \$0.004995 par value | 40,000 |
| Warrant | \$ 0.6 | 06/20/2006 | | A | 40,000 | 06/20/2006 | 06/20/2011 | Common Stock \$0.004995 par value | 40,000 |
| Warrant | \$ 1 | 06/20/2006 | | A | 40,000 | 06/20/2006 | 06/20/2007 | Common Stock \$0.004995 par value | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Vermaelen Theo | | X | | |

Signatures

Lowell W. Giffhorn by Pwr of Atty for Theo Vermaelen 07/18/2006

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.

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