

BARONE DAREN J
Form 4
December 27, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARONE DAREN J

2. Issuer Name and Ticker or Trading Symbol
ARTES MEDICAL INC [ARTE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5870 PACIFIC CENTER BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
12/26/2006

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN DIEGO, CA 92121

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/26/2006		C	A	43,601	69,526	I	By DJB Holdings, LLC ⁽²⁾
Common Stock	12/26/2006		C	A	21,764	21,764	I	By WB Partners, LP ⁽³⁾

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Series D Convertible Preferred Stock	(1)	12/26/2006		C	43,601 (4)	(1) (1)	Common Stock	43,601 (4)
Series D Convertible Preferred Stock	(1)	12/26/2006		C	21,764 (4)	(1) (1)	Common Stock	21,764 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARONE DAREN J 5870 PACIFIC CENTER BOULEVARD SAN DIEGO, CA 92121	X			

Signatures

/s/ Daren J. Barone 12/26/2006

**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).
- (1) Immediately following the closing of the initial public offering of the Issuer's Common Stock all outstanding shares of Preferred Stock will be automatically converted, for no additional consideration, into shares of the Issuer's Common Stock.
- (2) Mr. Barone is the managing member of DJB Holdings, LLC and has sole voting and investment power with respect to the securities.
- (3) Mr. Barone is a general partner of WB Partners, LP. Mr. Barone disclaims beneficial ownership of the securities held directly by WB Partners, LP, except to the extent of any indirect pecuniary interest in his distributive share therein.
- (4) Reflects a 1 for 4.25 reverse stock split, effected on December 19, 2006, pursuant to which each share of Series D Convertible Preferred Stock became convertible into approximately 0.235 of a share of common stock.

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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