

MOORE JOHN A
Form 4
January 03, 2007

FORM 4

**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).

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 *
MOORE JOHN A

2. Issuer Name and Ticker or Trading Symbol
ACORN FACTOR, INC. [ACFN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ACORN FACTOR, INC.

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2006

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

Chief Executive Officer

(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

MAHWAH, NJ 07430

(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)	Code	V	Amount	(D)	Price

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)			
Stock Option	\$ 2	12/28/2006	D ⁽¹⁾			200,000	09/30/2006 ⁽⁴⁾	03/31/2011	Common Stock
Stock Option	\$ 2.6	12/28/2006	A ⁽¹⁾		200,000		09/30/2006 ⁽⁴⁾	03/31/2011	Common Stock
Stock Option	\$ 2.25	12/28/2006	D ⁽¹⁾			200,000	<u>(3)</u>	03/31/2011	Common Stock
Stock Option	\$ 2.6	12/28/2006	A ⁽¹⁾		200,000		<u>(3)</u>	03/31/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE JOHN A C/O ACORN FACTOR, INC. MAHWAH, NJ 07430			Chief Executive Officer	

Signatures

/s/ Sheldon Krause as
Attorney-in-Fact

01/03/2007

__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) These options, granted on March 27, 2006, were modified on December 28, 2006 to increase the exercise price to \$2.60, the fair market value of the Issuer's Common Stock on the date of grant. The modification was made pursuant to transition relief under Internal Revenue Code Section 409A.

(2) N/A.

(3) Vested with respect to 100,000 and subject to accelerated vesting with respect to the remaining 100,000 upon the earlier of (a) the Issuer's Common Stock achieving a five-day average closing market price of \$5.00 or greater per share, (b) the termination of Mr. Moore's employment by the Issuer without Cause, (c) termination by Mr. Moore of his employment with the Issuer for Good Reason (d) a Change of Control of the Issuer (each as defined in Mr. Moore's Option Agreement with the Issuer) or (e) March 30, 2009.

(4) Subject to accelerated vesting upon (a) termination of Mr. Moore's employment without Cause, (b) termination by Mr. Moore of his employment with Issuer for Good Reason or (c) a Change of Control of the issuer (each as defined in Mr. Moore's Option Agreement with the Issuer).

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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