

HAMPTON-STEIN TRACEY
Form 4
July 28, 2005

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 *
HAMPTON-STEIN TRACEY

2. Issuer Name and Ticker or Trading Symbol
RECOM MANAGED SYSTEMS
INC DE/ [rsy]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6320 CANOGA AVENUE, SUITE
1500

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2005

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

(Street)
WOODLAND HILLS, CA 91367

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| common stock | 07/25/2005 | | S | 2,000 | D | \$ 3.47 | 22,948,000 | I | Arc Finance Group, LLC owned and controlled by Tracey Hampton-Stein |
| common stock | 07/25/2005 | | S | 2,000 | D | \$ 3.46 | 22,946,000 | I | Arc Finance Group, LLC owned and controlled by Tracey |

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| | | | | | | | | |
|--------------|------------|---|-------|---|---------|------------|---|---|
| common stock | 07/25/2005 | S | 2,000 | D | \$ 3.43 | 22,944,000 | I | Hampton-Stein Arc Finance Group, LLC owned and controlled by Tracey Hampton-Stein |
| common stock | 07/27/2005 | S | 1,000 | D | \$ 3.31 | 22,943,000 | I | Arc Finance Group, LLC owned and controlled by Tracey Hampton-Stein |
| common stock | 07/27/2005 | S | 3,000 | D | \$ 3.31 | 22,940,000 | I | Arc Finance Group, LLC owned and controlled by Tracey Hampton-Stein |
| common stock | 07/27/2005 | S | 1,200 | D | \$ 3.29 | 22,938,800 | I | Arc Finance Group, LLC owned and controlled by Tracey Hampton-Stein |
| common stock | 07/27/2005 | S | 1,200 | D | \$ 3.29 | 22,937,600 | I | Arc Finance Group, LLC owned and controlled by Tracey Hampton-Stein |
| common Stock | 07/27/2005 | S | 3,400 | D | \$ 3.24 | 22,934,200 | I | Arc Finance Group, LLC owned and controlled by Tracey Hampton-Stein |
| common stock | 07/28/2005 | S | 1,500 | D | \$ 3.27 | 22,932,700 | I | Arc Finance Group, LLC owned and controlled by Tracey Hampton-Stein |
| common stock | 07/28/2005 | S | 3,000 | D | \$ 3.27 | 22,929,700 | I | Arc Finance Group, LLC owned and controlled by |

| | | | | | | | | |
|-----------------|------------|---|-------|---|--------|------------|---|---|
| common stock | 07/28/2005 | S | 4,000 | D | \$ 3.3 | 22,925,700 | I | Tracey Hampton-Stein Arc Finance Group, LLC owned and controlled by Tracey Hampton-Stein |
|-----------------|------------|---|-------|---|--------|------------|---|---|

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| HAMPTON-STEIN TRACEY 6320 CANOGA AVENUE, SUITE 1500 WOODLAND HILLS, CA 91367 | X |

Signatures

| | |
|------------------------------------|------------|
| Tracey Hampton-Stein | 07/28/2005 |
| **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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