MANDELBAUM FRANK
Form 4
June 30, 2006

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MANDELBAUM FRANK

(Last) (First) (Middle)

246 CROSSWAYS PARK WEST

(Street)

WOODBURY, NY 11797

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INTELLI CHECK INC [IDN]

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
__X__ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chairman and CEO

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $.001 par value	06/28/2006		G		3,500	D	$ 0	576,281	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Rights [(1)]	$ 8.5	06/28/2006		D			350	10/05/2001	06/30/2007	Common Stock	350
Option (Right to Buy)	$ 3.22	11/08/2005		A		25,000		12/30/2005	12/30/2015	Common Stock	25,00
Option (Right to Buy)	$ 4.37	12/03/2004		A		25,000		01/01/2005	01/01/2015	Common Stock	25,00
Option (Right to Buy)	$ 4.37	12/03/2004		A		25,000		01/01/2006	01/01/2016	Common Stock	25,00
Option (Right to Buy)	$ 4.37	12/03/2004		A		25,000		01/01/2007	01/01/2017	Common Stock	25,00
Option (Right to Buy)	$ 8.22	07/10/2003		A		100,000		07/10/2003	07/10/2008	Common Stock	100,0
Option (Right to Buy)	$ 12.1	02/01/2002		A		350,000		02/01/2002	02/01/2007	Common Stock	350,0
Option (Right to Buy)	$ 3	08/04/1999		A		25,000		01/01/2002	01/01/2007	Common Stock	25,00
Option (Right to Buy)	$ 3	07/15/1999		A		375,000		07/15/1999	07/15/2008	Common Stock	375,0
Rights [(1)]	$ 8.5	12/13/2001		A		58,000		12/13/2001	06/30/2007	Common Stock	58,00
Rights [(1)]	$ 8.5	10/05/2001		A		39,199		10/05/2001	06/30/2007	Common Stock	39,19

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
MANDELBAUM FRANK 246 CROSSWAYS PARK WEST WOODBURY, NY 11797	X	X	Chairman and CEO	

Signatures

/s/ Frank Mandelbaum	06/30/2006
**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) Upon a transfer of shares to which the rights attach the rights are no longer exercisable.

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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