#### BREAZZANO DAVID J

Form 4

December 13, 2004

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number: January 31,

**OMB APPROVAL** 

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: 2005 Estimated average

Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(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 Issuer

BREAZZANO DAVID J

(First)

(Street)

Symbol

METRETEK TECHNOLOGIES INC [MTEK]

(Check all applicable)

3. Date of Earliest Transaction

Director Officer (give title below)

X 10% Owner Other (specify

141 LINDEN STREET

(Month/Day/Year) 12/09/2004

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WELLESLEY, MA 02048

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

or Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Conversion Security or Exercise any

4. 5. Number 6. Date Exercisable and **Expiration Date** Transactionof Derivative (Month/Day/Year) Code

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

### Edgar Filing: BREAZZANO DAVID J - Form 4

(Month/Day/Year) (Instr. 8) Securities

	Derivative Security				Acqu (A) of Disp of (I (Inst and :	or osed () r. 3, 4,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series B Preferred Stock	\$ 3.0571	12/09/2004(1)	<u>J(2)</u>			250	12/09/2004(1)	12/09/2004	Common Stock	120,041 (3)	

# **Reporting Owners**

Price of

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
BREAZZANO DAVID J							
141 LINDEN STREET		X					
WELLESLEY, MA 02048							

# **Signatures**

(Instr. 3)

/s/ David J.
Breazzano

\*\*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) Date on which Series B Preferred Stock is mandatorily redeemable.
- (2) The reported securities were called for redemption by the issuer at a price per share equal to \$1,000 plus accrued and unpaid dividends of \$467.91 in accordance with the issuer's Certificate of Designation.
- (3) Calculated as (a.) \$1,000, plus accrued but unpaid dividends of \$467.91, divided by (b.) the conversion price of \$3.0571, multiplied by (c.) 250.
- The Series B Preferred Stock was purchased as part of a Unit in connection with a private placement that closed in separate tranches in (4) December, 1999 and February, 2000. Each Unit consisted of one share of Series B Preferred Stock, 200 shares of Common Stock and one warrant to purchase 100 share of Common Stock. Each Unit was purchased by B III-A Capital Partners, L.P.("B III-A") for \$2,000.
- (5) Membership interest through DDJ Capital Management, LLC ("DDJ"), and its affiliates. DDJ serves as investment manager, and accordingly, has voting and investment power, but no pecuniary interest, in securities held by B III-A.
- (6) Indirect ownership in securities held by B III-A Capital Partners, L.P. Unable to determine exact pecuniary interest and disclaims any beneficial interest in excess of pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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