

Matens Barbara Lee
Form SC 13G
June 05, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
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Under the Securities Exchange Act of 1934
(Amendment No.)*

Photonics Products Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

71937M100

(CUSIP Number)

September 19, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 71937M100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Barbara Lee Matens
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
USA (Louisiana)
- | | | |
|-------------------------------------------------------------------------------------|----|-------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
1,170,000 |
| | 6. | Shared Voting Power
N/A |
| | 7. | Sole Dispositive Power
1,170,000 |
| | 8. | Shared Dispositive Power
N/A |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,170,000
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
15.67%
12. Type of Reporting Person (See Instructions)
IN (co-executor of Estate of Warren Ruderman)

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Item 1.

- (a) Name of Issuer
Photonics Products Group, Inc.
- (b) Address of Issuer's Principal Executive Offices
181 Legrand Avenue, Northvale, NJ 07647

Item 2.

- (a) Name of Person Filing
Barbara Lee Matens
- (b) Address of Principal Business Office or, if none, Residence
4554 Emory Avenue, Baton Rouge, LA 70808
- (c) Citizenship
USA
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
71937M100

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not applicable

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
1,170,000*
- (b) Percent of class:
15.67%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) 1,170,000*
Shared power to vote or to direct the vote
 - (iii) Not applicable
Sole power to dispose or to direct the disposition of
 - (iv) 1,170,000*
Shared power to dispose or to direct the disposition of
Not applicable

* As of September 19, 2005, Clifford Eric Roemer and Barbara Lee Matens, in thier capacities as executors of the estate of Warren Ruderman, were beneficial owners of 1,170,000 shares. Subsequently, the executors sold 55,500 shares in a series of sales between December 19, 2005 and December 30, 2005, and then an additional 6,600 shares were sold by the executors in several sales between January 6, 2006. The executors have also transferred 40,000 shares to a trust for Warren Ruderman s surviving spouse, Carol C. Ruderman, on January 4, 2006, leaving a total of 1,067,900 shares still held by the executors of the estate of Warren Ruderman as of the date of this filing.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following O.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Carol C. Ruderman, surviving spouse of Warren Ruderman, has she right to receipt of dividends and proceeds from the sale of these securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the efect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 16, 2006
Date

/s/ Barbara Lee Matens
Signature

Barbara Lee Matens
Co-Executor, Estate of
Warren Ruderman
Name/Title

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violation (see 18 U.S.C.1001)

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