

ARTEMIS INTERNATIONAL SOLUTIONS CORP

Form 4

July 31, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAIRNS DAVID

(Last) (First) (Middle)

**C/O ARTEMIS INTERNATIONAL
SOLUTIONS CORP, 4041
MACARTHUR BLVD., SUITE 401**

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**ARTEMIS INTERNATIONAL
SOLUTIONS CORP [AMSIQB]**

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

07/01/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	(D)	Price

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

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information contained in this form are not
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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)**

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 1.45	07/01/2006		D		7,500		<u>(1)</u>	11/30/2015	Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 1.45	07/01/2006		D		3,500		<u>(2)</u>	11/30/2015	Common Stock	3,500
Non-Qualified Stock Option (right to buy)	\$ 1.45	07/01/2006		D		3,500		<u>(3)</u>	11/30/2015	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CAIRNS DAVID C/O ARTEMIS INTERNATIONAL SOLUTIONS CORP 4041 MACARTHUR BLVD., SUITE 401 NEWPORT BEACH, CA 92660	X

Signatures

/s/ Charles Savoni By: Charles Savoni
(Attorney-in-fact) 07/27/2006

__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) This option, which provided for vesting on the first anniversary of the grant date (November 30, 2006), provided the optionee remained a member of the Board of Directors on such date and attended at least 60% of the meetings convened by the Board of Directors during the preceding year, and which also provided for accelerated vesting upon a change of control, was cancelled upon consummation of the merger transaction contemplated by that certain Agreement and Plan of Merger dated as of March 10, 2006 among the issuer, RCN Acquisition, Inc. and Trilogy, Inc. in exchange for a cash payment of \$1,125, representing the difference between the exercise price of the option and the common stock merger consideration of \$1.60 per share.
- (2) This option, which provided for vesting on the first anniversary of the grant date (November 30, 2006), provided the optionee remained a member of the Audit Committee on such date and attended at least 60% of the meetings convened by the Audit Committee during the preceding year, and which also provided for accelerated vesting upon a change of control, was cancelled upon consummation of the

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merger transaction contemplated by that certain Agreement and Plan of Merger dated as of March 10, 2006 among the issuer, RCN Acquisition, Inc. and Trilogy, Inc. in exchange for a cash payment of \$525, representing the difference between the exercise price of the option and the common stock merger consideration of \$1.60 per share.

- (3) This option, which provided for vesting on the first anniversary of the grant date (November 30, 2006), provided the optionee remained a member of the Nominating Committee on such date and attended at least 60% of the meetings convened by the Nominating Committee during the preceding year, and which also provided for accelerated vesting upon a change of control, was cancelled upon consummation of the merger transaction contemplated by that certain Agreement and Plan of Merger dated as of March 10, 2006 among the issuer, RCN Acquisition, Inc. and Trilogy, Inc. in exchange for a cash payment of \$525, representing the difference between the exercise price of the option and the common stock merger consideration of \$1.60 per share.

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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