

Mahamedi Abdi  
Form 4  
September 01, 2011

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

OMB APPROVAL

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**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 \*  
Mahamedi Abdi

2. Issuer Name and Ticker or Trading Symbol  
LIQUIDMETAL TECHNOLOGIES INC [LQMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

2 GANETT DRIVE, SUITE 201

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
06/30/2011

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

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | 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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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|

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| (Instr. 3)                 | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code V | (Instr. 3, 4, and 5) (A) | (D)       | Date Exercisable | Expiration Date | Title        |
|----------------------------|------------------------------|------------------|-------------------|--------------------------|-----------|------------------|-----------------|--------------|
| Series A-1 Preferred Stock | \$ 0.1                       | 06/30/2011       | J <sup>(2)</sup>  |                          | 48,600    | <u>(1)</u>       | <u>(1)</u>      | Common Stock |
| Series A-1 Preferred Stock | \$ 0.1                       | 06/30/2011       | J <sup>(2)</sup>  | 48,600                   |           | <u>(1)</u>       | <u>(1)</u>      | Common Stock |
| Series A-2 Preferred Stock | \$ 0.22                      | 06/30/2011       | J <sup>(2)</sup>  |                          | 86,387    | <u>(1)</u>       | <u>(1)</u>      | Common Stock |
| Series A-2 Preferred Stock | \$ 0.22                      | 06/30/2011       | J <sup>(2)</sup>  | 86,387                   |           | <u>(1)</u>       | <u>(1)</u>      | Common Stock |
| Warrant (right to buy)     | \$ 0.49                      | 06/30/2011       | J <sup>(3)</sup>  |                          | 2,241,518 | 05/01/2009       | 07/31/2015      | Common Stock |
| Warrant (right to buy)     | \$ 0.49                      | 06/30/2011       | J <sup>(3)</sup>  | 2,241,518                |           | 05/01/2009       | 07/31/2015      | Common Stock |
| Warrant (right to buy)     | \$ 0.49                      | 08/22/2011       | J <sup>(4)</sup>  | 441,500                  |           | 05/01/2009       | 07/31/2015      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Mahamedi Abdi<br>2 GANETT DRIVE, SUITE 201<br>WHITE PLAINS, NY 10604 | X             | X         |         |       |

## Signatures

/s/ Abdi  
Mahamedi

08/30/2011

\_\_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) Each share of the Series A Preferred Stock is convertible into shares of Common Stock at the time and under the circumstances described in the Certificate of Designations, Preferences and Rights of Series A Preferred Stock, as amended. The Series A Preferred Stock has no expiration date.

(2) Shares of Series A Preferred Stock were distributed to members of Carlyle Liquid Holdings, LLC in redemption of a pro rata portion of the member's equity interest in Carlyle Liquid Holdings, LLC, thus merely resulting in a change in the form of ownership of shares already previously reported as held by the reporting person.

(3) Warrants were distributed to members of Carlyle Liquid Holdings, LLC in redemption of a pro rata portion of the member's equity interest in Carlyle Liquid Holdings, LLC, thus merely resulting in a change in the form of ownership of warrants already previously reported as held by the reporting person.

(4) Warrant shares were distributed by Carlyle Liquid Holdings, LLC ("CLH") in consideration of serving as a managing partner of CLH.

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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