

MTM Technologies, Inc.  
Form 4  
January 10, 2006

**FORM 4**

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

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).

**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 \*  
**BEAR STEARNS COMPANIES  
INC**

(Last) (First) (Middle)

383 MADISON AVENUE

(Street)

NEW YORK, NY 10179

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MTM Technologies, Inc. [MTMC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/23/2005

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 Ownership Indirect Beneficial 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 (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Series A-5 Convertible Preferred Stock	(1) (2)	11/23/2005	P	102,751	(1)(2)	(1)	Common Stock	102,751
Series A-5 Convertible Preferred Stock	(1) (2)	11/23/2005	P	230,416	(1)(2)	(1)	Common Stock	230,416
Series A-5 Convertible Preferred Stock	(1) (2)	11/23/2005	P	122,617	(1)(2)	(1)	Common Stock	122,617
Series A-5 Convertible Preferred Stock	(1) (2)	11/23/2005	P	5,754	(1)(2)	(1)	Common Stock	5,754

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAR STEARNS COMPANIES INC 383 MADISON AVENUE NEW YORK, NY 10179		X		

## Signatures

Kenneth L. Edlow, Secretary 01/09/2006

\*\*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) The Series A-5 Convertible Preferred Stock, \$0.001 par value per share ("Series A-5 Preferred Stock") is convertible into shares of Common Stock, \$0.001 par value per share, of the Issuer ("Common Stock") at any time at the election of the individual holders. The Series A-5 Preferred Stock will automatically convert into Common Stock if at any time following the 18 months after the issuance of the Series A-5 Preferred Stock, the volume weighted average closing price of the Common Stock for the immediately preceding 60 consecutive trading days exceeds four times the applicable Series A-5 Preferred Stock conversion price then in effect. The Series A-5 Preferred Stock will convert to Common Stock, initially at a ratio of one share of Common Stock for every share of Series A-5 Preferred Stock, subject to adjustments for common dilutive equity issuances for stock splits, stock dividends and similar events. There is no expiration date applicable to the Series A-5 Preferred Stock.

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- There will be no automatic conversion of the Series A-5 Preferred Stock unless, at the time of such proposed conversion, the Issuer shall have on file with the SEC an effective registration statement with respect to the shares of Common Stock issued or issuable to the holders (A) on conversion of the Series A Preferred Stock, \$0.001 par value per share, of the Issuer ("Series A Preferred Stock") then issued or issuable to such holders, (B) on exercise of all of the warrants to purchase Common Stock pursuant to the Purchase Agreement, dated as of January 29, 2004, between the Issuer and the purchaser named therein, and (C) on exercise of all the warrants to purchase Common Stock pursuant to that certain Purchase Agreement dated on or about the date of the Issuer's Restated Certificate of Incorporation, between the Issuer and the purchasers named therein, as it may be amended, supplemented or restated from time to time, and such shares of Common Stock have been listed on the Nasdaq Stock Market (or other national stock exchange or national over-the-counter bulletin board approved by the holders of a majority of the then outstanding shares of Series A Preferred Stock).

- The Reporting Person is the sole managing member of Constellation Ventures Management II, LLC ("Management"). Mr. Clifford H. Friedman is a member and senior managing director of Management. Management is the sole managing general partner of The BSC Employee Fund VI, L.P. ("BSC"), the sole general partner of Constellation Venture Capital II, L.P. ("CVC") and the sole general partner of Constellation Venture Capital Offshore II, L.P. ("Offshore"). Bear Stearns Asset Management, Inc. ("BSAM"), a subsidiary of the Reporting Person, is the sole managing member of CVC II Partners, LLC ("CVCP") and is an investment adviser to BSC, CVC, Offshore and CVC. The Reporting Person disclaims beneficial ownership of any securities that exceed its pecuniary interest in the securities held by these entities.

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.