

WAVE WIRELESS CORP
Form 4/A
February 27, 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 *
RUMSEY DANIEL

2. Issuer Name and Ticker or Trading Symbol
WAVE WIRELESS CORP
[WVWC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Acting Chief Executive Officer

(Last) (First) (Middle)
WAVE WIRELESS CORPORATION, 1996 LUNDY AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2005

(Street)
SAN JOSE, CA 95131

4. If Amendment, Date Original Filed(Month/Day/Year)
07/19/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Restricted Common Stock ⁽¹⁾	07/15/2005 ⁽²⁾		A	75,000	A	\$ 0	75,000 D

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 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 of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrant (3)	\$ 0.15	07/15/2005		A	264,000	10/27/2005 ⁽⁴⁾	07/15/2015			Common Stock	264,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUMSEY DANIEL WAVE WIRELESS CORPORATION 1996 LUNDY AVENUE SAN JOSE, CA 95131			Acting Chief Executive Officer	

Signatures

Daniel R.
Rumsey
02/27/2006
**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) The Restricted Common Stock was granted pursuant to the Wave Wireless Corporation 2004 Equity Incentive Plan, and is exempt pursuant to Section 16b-3.
The Restricted Common Stock vests according to the following schedule: 100% of the shares shall vest on October 27, 2006, subject to the Awardee continuing to provide Service as a full-time employee. Notwithstanding the foregoing, the Awardee shall vest in the granted shares in full if the Company is subject to a Change in Control before the termination of Service, and the Awardee is subject to an Involuntary Termination within 12 months after the Change in Control.
- (3) The Warrant was granted pursuant to resolution of the Board of Directors, and is exempt pursuant to Section 16b-3 (d).
- (4) The Warrant vests according to the following schedule: one-third becomes exercisable on October 27, 2005, and the remaining two-thirds become exercisable in 24 equal monthly installments thereafter.

Remarks:

- This form is to correct:
- a) the Restricted Common Stock footnote explaining the vesting schedule
 - b) the total Warrants granted and the expiration date of those Warrants

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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