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SPACEHAB INC \WA\

Form 3

September 19, 2007

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

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 *

Adams Mark

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

09/18/2007

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

SPACEHAB INC \WA\ [SPAB]

5. If Amendment, Date Original

Filed(Month/Day/Year)

12130 HIGHWAY 3, BUILDING 1

1. Title of Security

(Instr. 4)

(Street)

X Director Officer

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

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

Person

Form filed by More than One

Reporting Person

WEBSTER, TXÂ 77598

(City) (State)

(Zip)

2. Amount of Securities

Beneficially Owned (Instr. 4)

Direct (D) or Indirect

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

(I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

Shares

Derivative Security

Direct (D) or Indirect

(I)

1

(Instr. 5)

Stock Option Grant 09/18/2008 09/18/2014 Option to purchase 10,000 \$ 0.44 D Â

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Adams Mark

12130 HIGHWAY 3
BUILDING 1
WEBSTER, TXÂ 77598

Signatures

Brian K. Harrington by Power of Attorney for Mark
Adams

09/19/2007

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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.

Reporting Owners 2

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).