

INNODATA ISOGEN INC
Form 4
May 18, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
INNODATA ISOGEN INC

2. Issuer Name and Ticker or Trading Symbol
INNODATA ISOGEN INC [INOD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O INNODATA ISOGEN, INC., THREE UNIVERSITY PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO, President

(Street)

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

HACKENSACK, NJ 07601

(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)	Code	V	Amount	(D)	Price

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

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.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Stock Option (1)	\$ 1.56	05/16/2005	J	220,000	(2)	05/31/2005	Common Stock	22
Stock Option (1)	\$ 2.59	05/16/2005	J	220,000	(2)	(1)	Common Stock	22
Stock Option (3)	\$ 2.25	05/16/2005	J	770,000	(2)	10/08/2005	Common Stock	77
Stock Option (3)	\$ 2.59	05/16/2005	J	770,000	(2)	(3)	Common Stock	77

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INNODATA ISOGEN INC C/O INNODATA ISOGEN, INC. THREE UNIVERSITY PLAZA HACKENSACK, NJ 07601	X		Chairman, CEO, President	

Signatures

Stephen Agress, Attorney-In-Fact for Jack Abuhoff 05/18/2005

__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).

Reported transaction involves the change in expiration date of previously reported and vested stock options from May 31, 2005 to: 44,000 (1) expiring on May 31, 2009, 44,000 expiring on May 31, 2010, 44,000 expiring on May 31, 2011, 44,000 expiring on May 31, 2012, and 44,000 expiring on May 31, 2013; and the change of the exercise price from \$1.56 to \$2.59.

(2) Currently exercisable

Reported transaction involves the change in expiration date of previously reported and vested stock options from October 8, 2005 to: (3) 154,000 expiring on September 30, 2009, 154,000 expiring on September 30, 2010, 154,000 expiring on September 30, 2011, 154,000 expiring on September 30, 2012 and 154,000 expiring on March 31, 2014; and the change of the exercise price from \$2.25 to \$2.59.

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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