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ACE MARKETING & PROMOTIONS INC

Form 4 March 31, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Julia Dean

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ACE MARKETING &

below)

PROMOTIONS INC [AMKT]

(Check all applicable)

(First)

(Street)

(State)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

_X__ Director _X__ 10% Owner X_ Officer (give title _ Other (specify below) **CEO**

457 ROCKAWAY AVENUE 03/29/2006

(Zip)

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

VALLEY STREAM, NY 11581

		14010	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)	•	any	Code	(D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
							Reported			
					(A)		Transaction(s)			
					or		(Instr. 3 and 4)			
			Code V	Amount	(D)	Price	,			
Common	03/29/2006		S	5,000	D	\$	1,011,334	D		
Stock	03/2//2000		5	3,000	D	1.68	1,011,554	D		
Common										
Stock	03/31/2006		S	6,000	D	\$ 1.7	1,011,334	D		
Stock										

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and	8. Price of	9. Nu
Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of	Derivative	Deriv
Security or Exercise any Code of (Month/Day/Year) Underlying	Security	Secui
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities	(Instr. 5)	Bene
Derivative Securities (Instr. 3 and 4)	Own
Security Acquired		Follo
(A) or		Repo
Disposed		Trans
of (D)		(Instr
(Instr. 3,		
4, and 5)		
Amour	nt .	
or		
Date Expiration Title Number	r	
Exercisable Date of	1	
Code V (A) (D) Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
Julia Dean						
457 ROCKAWAY AVENUE	X	X	CEO			
VALLEY STREAM, NY 11581						

Signatures

/s/ Dean L. Julia 03/31/2006

**Signature of 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).

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.

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