

SCHWARTZBERG DEBBIE
Form 4
January 20, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SCHWARTZBERG DEBBIE

2. Issuer Name and Ticker or Trading Symbol
China Intelligent Lighting & Electronics, Inc. [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
785 5TH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2010

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original 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 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)
			Code	V	Amount or Price		
COMMON STOCK	01/15/2010		J		741,227 (1)	D	By the Julie Schwartzberg Trust dated 2/9/2000 (2)
COMMON STOCK	01/15/2010		J		74,128 (2)	D	By the David N. Sterling Trust dated 2/3/2000 (3)
COMMON STOCK	01/15/2010		J		74,128 (3)	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
WARRANT (RIGHT TO BUY)	\$ 0.0001	01/15/2010		J	918,169 (4)	10/11/2007	10/11/2017 ⁽⁷⁾	COMMON STOCK
WARRANT (RIGHT TO BUY)	\$ 0.0001	01/15/2010		J	91,817 (5)	10/11/2007	10/11/2017 ⁽⁷⁾	COMMON STOCK
WARRANT (RIGHT TO BUY)	\$ 0.0001	01/15/2010		J	91,817 (6)	10/11/2007	10/11/2007 ⁽⁷⁾	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWARTZBERG DEBBIE 785 5TH AVENUE NEW YORK, NY 10022			X	

Signatures

/s/ Debbie
Schwartzberg 01/19/2010

**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).

In connection with a share exchange transaction, as reported in the Current Report on Form 8-K filed with the SEC on January 19, 2010,
(1) the reporting person canceled 741,277 shares which decreased the number of shares beneficially owned by the reporting person from 1,000,000 shares to 258,723 shares. The reporting person did not receive any cash consideration for the cancellation of the shares.

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- (2) Consists of 74,128 shares of common stock owned by the Julie Schwartzberg Trust dated 2/9/2000 (the "Julie Trust"). Debbie Schwartzberg, as Trustee of the Julie Trust, may be deemed the indirect beneficial owner of these shares of common stock since she has sole voting and investment control over the shares. In connection with a share exchange transaction, as reported in the Current Report on Form 8-K filed with the SEC on January 19, 2010, the reporting person canceled 74,128 shares owned by the Julie Trust which decreased the number of shares beneficially owned by the Julie Trust from 100,000 shares to 25,872 shares. Neither the reporting person nor the Julie Trust received any cash consideration for the cancellation of the shares.
- (3) Consists of 74,128 shares of common stock owned by the David N. Sterling Trust dated 2/3/2000 (the "David Trust"). Debbie Schwartzberg, as Trustee of the David Trust, may be deemed the indirect beneficial owner of these shares of common stock since she has sole voting and investment control over the shares. In connection with a share exchange transaction, as reported in the Current Report on Form 8-K filed with the SEC on January 19, 2010, the reporting person canceled 74,128 shares owned by the David Trust which decreased the number of shares beneficially owned by the David Trust from 100,000 shares to 25,872 shares. Neither the reporting person nor the David Trust received any cash consideration for the cancellation of the shares.
- (4) In connection with a share exchange transaction, as reported in the Current Report on Form 8-K filed with the SEC on January 19, 2010, the reporting person canceled a warrant to purchase 918,169 shares which decreased the number of derivative securities ("Warrant Shares") beneficially owned by the reporting person from 1,000,000 Warrant Shares to 81,831 Warrant Shares. The reporting person did not receive any cash consideration for the cancellation of the warrant.
- (5) Consists of a warrant to purchase 91,817 shares of common stock owned by the Julie Trust. Debbie Schwartzberg, as Trustee of the Julie Trust, may be deemed the indirect beneficial owner of these securities since she has sole voting and investment control over the securities. In connection with a share exchange transaction, as reported in the Current Report on Form 8-K filed with the SEC on January 19, 2010, the reporting person canceled a warrant to purchase 91,817 shares owned by the Julie Trust which decreased the number of Warrant Shares beneficially owned by the Julie Trust from 100,000 Warrant Shares to 8,183 Warrant Shares. Neither the reporting person nor the Julie Trust received any cash consideration for the cancellation of the warrant.
- (6) Consists of a warrant to purchase 91,817 shares of common stock owned by the David Trust. Debbie Schwartzberg, as Trustee of the David Trust, may be deemed the indirect beneficial owner of these securities since she has sole voting and investment control over the securities. In connection with a share exchange transaction, as reported in the Current Report on Form 8-K filed with the SEC on January 19, 2010, the reporting person canceled a warrant to purchase 91,817 shares owned by the David Trust which decreased the number of Warrant Shares beneficially owned by the David Trust from 100,000 Warrant Shares to 8,183 Warrant Shares. Neither the reporting person nor the David Trust received any cash consideration for the cancellation of the warrant.
- (7) The warrant expires on or prior to the close of business on the earlier of (i) October 11, 2017 or (ii) five years from the date the Issuer consummates a merger or other business combination with an operating business or any other event pursuant to which the Issuer ceases to be a "shell company," as defined by Rule 12b-2 under the Securities Exchange Act of 1934 and a "blank check company," as defined by Rule 419 of the Securities Act of 1933.

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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