

Halo Technology Holdings, Inc.
 Form 4
 August 15, 2006

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 *
 Howitt David Marc

2. Issuer Name and Ticker or Trading Symbol
 Halo Technology Holdings, Inc.
 [HALO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2836 SW PERIANDER STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/21/2006

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

PORTLAND, OR 97201

(City) (State) (Zip)

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

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 | | | | | |
| common stock | 07/21/2006 | | C | V | 423,345 | A | \$ 1.25 | 423,345 | D | |

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)

Edgar Filing: Halo Technology Holdings, Inc. - Form 4

| 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 Underlying Security (Instr. 3 and 4) | | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Convertible Promissory Note | \$ 1.25 | 07/21/2006 | | C | | 529,181 | | (1) | (2) | warrants to acquire common stock (right to buy) |
| Convertible Promissory Note | \$ 1.25 | 07/21/2006 | | C | | 529,181 | | (1) | (2) | common stock |
| Warrants to acquire common stock (right to buy) | \$ 1.25 | 07/21/2006 | | C | 317,510 | | | (5) | 07/21/2011 | common stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Howitt David Marc 2836 SW PERIANDER STREET PORTLAND, OR 97201 | | X | | |

Signatures

Ernest C Mysogland as
Attorney-in-fact
Date: 08/15/2006

__Signature of Reporting Person

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).
- mandatory convertible with no action on the part of the holder 60 days after issuance to the extent that such conversion would not cause
- (1) the holder to beneficially own more than 9.99% of the total issued and outstanding shares of common stock. The Note was converted through no action on the part of the holder on July 21, 2006.
 - (2) The principal amount of the Note, together with accrued interest, became due and payable on demand by the holder sixty (60) days after the date of the Notes (the "Original Maturity Date"), because the Note was not converted prior to that date.
 - (3) The convertible promissory note was automatically convertible into (i) such number of fully paid and non-assessable shares of common stock equal to the aggregate principal amount due under the Note plus the amount of all accrued but unpaid interest on the Note divided

Edgar Filing: Halo Technology Holdings, Inc. - Form 4

by \$1.25 and (ii) warrants to purchase a number of shares of common stock equal to 75% of such number of shares of common stock issued to the holder. The exact number of shares and warrants into which the Note was convertible was not known at the time of issuance because the amount of interest that would accrue prior to the date of conversion was not known.

(4) Received upon conversion of convertible promissory note.

(5) Immediate

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.