

GEMPLUS INTERNATIONAL SA

Form 15-12G

May 15, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number **000-31052**
Gemplus International S.A.

(Exact name of registrant as specified in its charter)

**46A, Avenue J.F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg
(011-352) 2600-5226**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ordinary shares, no nominal value per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i) <input type="radio"/>	Rule 12h-3(b)(1)(i) <input type="radio"/>
Rule 12g-4(a)(1)(ii) <input type="radio"/>	Rule 12h-3(b)(1)(ii) <input type="radio"/>
Rule 12g-4(a)(2)(i) <input type="radio"/>	Rule 12h-3(b)(2)(i) <input type="radio"/>
Rule 12g-4(a)(2)(ii) <input type="radio"/>	Rule 12h-3(b)(2)(ii) <input type="radio"/>
	Rule 15d-6 <input type="radio"/>

Approximate number of holders of record of Ordinary shares as of the certification or notice date: 1.

Pursuant to the requirements of the Securities Exchange Act of 1934, Gemplus International S.A. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: May 1, 2007

By: /s/ Eke Bijzitter
Name: Eke Bijzitter
Title: Chief Executive Officer