

Connolly Timothy J
Form 3/A
September 21, 2005

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Connolly Timothy J

(Last) (First) (Middle)

109 N. POST OAK
LANE,Â SUITE 422

(Street)

HOUSTON,Â TXÂ 77024

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/31/2005

3. Issuer Name **and** Ticker or Trading Symbol

NUWAVE TECHNOLOGIES INC [NUWV]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner

___X___ Officer ___ Other
(give title below) (specify below)

Chief Executive Officer

5. If Amendment, Date Original
Filed(Month/Day/Year)

09/16/2005

6. Individual or Joint/Group
Filing(Check Applicable Line)

___X___ Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

| | | | | | | | |
|--|--------------|--------------|-----------------|--------|---------------|---|---|
| Series B Preferred Stock (convertible) <u>(1)</u> | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 69,935 | \$ <u>(2)</u> | D | Â |
| Series B Preferred Stock (convertible) <u>(3)</u> | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 12,344 | \$ <u>(2)</u> | I | Held by Spouse, Jan Carson Connolly |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Connolly Timothy J 109 N. POST OAK LANE SUITE 422 HOUSTON, TX 77024 | Â | Â X | Â Chief Executive Officer | Â |

Signatures

/s/ Timothy J.
Connolly

09/21/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Form 3 has been amended to (a) properly include in this Table II pursuant to Instruction 5(c)(i) Timothy J. Connolly's direct ownership of 69,935 shares of convertible Series B Preferred stock and (b) remove the categorization of said shares from Table I as previously filed with the SEC on September 16, 2005.

Pursuant to that certain Merger Agreement dated August 31, 2005 and set forth in Issuer's Current Report on Form 8-K as filed with the U.S. Securities and Exchange Commission on September 8, 2005 as Exhibit 99.1, such Series B Preferred Stock will be converted into shares of Common Stock as is more fully explained and under the conditions set forth in the Merger Agreement.

This Form 3 has been amended to properly include Jan Carson Connolly's direct ownership of 12,344 shares of convertible Series B Preferred stock. Jan Carson Connolly is the spouse of Timothy J. Connolly and therefore Mr. Connolly is considered to have an indirect ownership of said 12,344 shares of Series B Preferred stock.

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.