

Hendry William B
Form 3
October 27, 2006

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)

| | | | |
|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Hendry William B</p> <p>(Last) (First) (Middle)</p> <p>100 EAGLE ROCK AVENUE</p> <p>(Street)</p> <p>EAST HANOVER,Â NJÂ 07936</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/27/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CONVERSION SERVICES INTERNATIONAL INC [CVN]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President, CEO, Treasurer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|

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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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 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) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---------------|---------------------------|------------|-----------------|---------|---------|---|---|
| Stock Options | 05/28/2005 ⁽¹⁾ | 05/27/2014 | Common Stock | 30,000 | \$ 3 | D | Â |
| Stock Options | 11/16/2006 ⁽²⁾ | 11/15/2015 | Common Stock | 30,000 | \$ 0.83 | D | Â |
| Stock Options | 10/10/2007 ⁽³⁾ | 10/09/2016 | Common Stock | 150,000 | \$ 0.25 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hendry William B 100 EAGLE ROCK AVENUE EAST HANOVER, NJ 07936 | Â | Â | Â Vice President, CEO, Treasurer | Â |

Signatures

/s/ William B.
Hendry

10/27/2006

**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).
- (1) STOCK OPTIONS VEST AS FOLLOWS: (i) 10,000 on 5/28/05; (ii) 10,000 on 5/28/06; 10,000 on 5/28/06.
- (2) STOCK OPTIONS VEST AS FOLLOWS: (i) 10,000 on 11/16/06; (ii) 10,000 on 11/16/07; 10,000 on 11/16/08.
- (3) STOCK OPTIONS VEST AS FOLLOWS: (i) 50,000 on 10/10/07; (ii) 50,000 on 10/10/08; 50,000 on 10/10/09.

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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