

Rim Semiconductor CO
Form 5
February 17, 2006

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
WILLENBERG RAYMOND
FRANKLIN JR

(Last) (First) (Middle)

305 NE 102ND AVE, #105

(Street)

PORTLAND,Â ORÂ 97220

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Rim Semiconductor CO [RSMI]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
10/31/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, Exec VP

6. Individual or Joint/Group Reporting

(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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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
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SEC 2270
(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	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 an Underlyin (Instr. 3 an
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Derivative Security	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 3.92	04/05/2005	Â	D4	Â 20,000 Â ⁽¹⁾ 03/05/2011 Common Stock
Employee Stock Option (right to buy)	\$ 0.42	04/05/2005	Â	D4	Â 250,000 Â ⁽³⁾ 02/25/2012 Common Stock
Employee Stock Option (right to buy)	\$ 1.02	04/05/2005	Â	D4	Â 100,000 Â ⁽⁴⁾ 03/22/2012 Common Stock
Employee Stock Option (right to buy)	\$ 0.17	04/05/2005	Â	A4	1,000,000 Â Â ⁽⁵⁾ 04/05/2015 Common Stock
Employee Stock Option (right to buy)	\$ 0.17	04/05/2005	Â	A4	6,000,000 Â Â ⁽⁶⁾ 04/05/2015 Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLENBERG RAYMOND FRANKLIN JR 305 NE 102ND AVE, #105 PORTLAND, OR 97220	Â X	Â	Â Chairman, Exec VP	Â

Signatures

/s/ Raymond F. Willenberg, Jr. 02/17/2006

__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).

(1) 12,500 options were exercisable on 3/5/2001, and the remaining vested annually over three years in installments of 2,500 each. These options were cancelled by mutual agreement of the parties.

(2) Not applicable.

(3) These options vested quarterly, in four equal installments beginning April 30, 2002. These options were cancelled by mutual agreement of the parties.

(4) These options were exercisable on 3/22/2002. These options were cancelled by mutual agreement of the parties.

(5) These options became exercisable in May 2005 upon the Corporation's consummation of a financing. These options were cancelled by mutual agreement of the parties, effective January 1, 2006.

(6) These options became exercisable upon the Corporation's release of a beta version of its semiconductor technologies in December 2005. These options were cancelled by mutual agreement of the parties, effective January 1, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.