

EBZERY JAMES P
Form 5
February 14, 2006

FORM 5

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person *
EBZERY JAMES P

2. Issuer Name and Ticker or Trading Symbol
VIISAGE TECHNOLOGY INC
[VISG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr Vice President Sales

C/O VIISAGE TECHNOLOGY, INC., 296 CONCORD ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BILLERICA, MA 01821

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 10/28/2005 | ^ | A | (A) Amount 1,813 (1) Price \$ 0 | 2,657 | D | ^ |
| Common Stock | 12/16/2005 | ^ | M | 16,000 D \$ 16.5 | 2,657 | D | ^ |
| Common Stock | 12/31/2005 | ^ | J | 844 (2) A \$ 9.945 | 2,657 | D | ^ |

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

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(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 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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Option (Right to Buy) | \$ 7.8 | 04/20/2005 | Â | A | 24,000 | Â | Â ⁽³⁾ | 04/20/2015 | Common Stock | 24 |
| Stock Option (Right to Buy) | \$ 11.425 | 10/28/2005 | Â | A | 10,560 | Â | Â ⁽⁴⁾ | 11/01/2012 | Common Stock | 10 |
| Stock Option (Right to Buy) | \$ 10.1 | 12/16/2005 | Â | M | Â | 16,000 | Â ⁽⁴⁾ | 11/01/2012 | Common Stock | 64 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EBZERY JAMES P C/O VIISAGE TECHNOLOGY, INC. 296 CONCORD ROAD BILLERICA, MA 01821 | Â | Â | Â Sr Vice President Sales | Â |

Signatures

Elliot J. Mark,
Attorney-in-Fact

02/14/2006

**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) Grant of restricted stock under Viisage Technology, Inc. 2005 Long-Term Incentive Plan. Stock vests in four annual equal installments beginning on the first anniversary of the date of grant.

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- (2) Purchase under Viisage Technology Employee Stock Purchase Plan
- (3) Option is exercisable in four annual equal installments beginning on the first anniversary of the date of grant.
- (4) Option is exercisable in three annual equal installments beginning on the first anniversary of the date of grant.

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.