

Derycz Peter
Form 4
March 16, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Derycz Peter

2. Issuer Name and Ticker or Trading Symbol
INSIGNIA SYSTEMS INC/MN [ISIG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
8799 BROOKLYN BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

MINNEAPOLIS, MN 55445
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	03/14/2011		M			5,000	\$ 3.75	5,000	D	
Common Stock	03/14/2011		S			5,000	\$ 6.66	0	D	
Common Stock	03/14/2011		M			3,900	\$ 1.92	3,900	D	
Common Stock	03/14/2011		S			3,900	\$ 6.66	0	D	
Common Stock	03/16/2011		M			1,100	\$ 1.92	1,100	D	

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Common Stock	03/16/2011	S	1,100	D	\$ 6.4321	0	D
Common Stock	03/16/2011	M	5,000	A	\$ 2.8	5,000	D
Common Stock	03/16/2011	S	5,000	D	\$ 6.4321	0	D
Common Stock	03/16/2011	M	5,000	A	\$ 5.49	5,000	D
Common Stock	03/16/2011	S	5,000	D	\$ 6.4321	0	D

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

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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)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 1.92	03/14/2011		M		3,900		Common Stock	3,900
Non-Qualified Stock Option (right to buy)	\$ 1.92	03/16/2011		M		1,100		Common Stock	1,100
Non-Qualified Stock Option (right to buy)	\$ 2.8	03/16/2011		M		5,000		Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 3.75	03/14/2011		M		5,000		Common Stock	5,000
Non-Qualified Stock Option	\$ 5.49	03/16/2011		M		5,000		Common Stock	5,000

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Derycz Peter 8799 BROOKLYN BLVD MINNEAPOLIS, MN 55445		X		

Signatures

/s/ Peter Derycz 03/16/2011

**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).

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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