SEC Form 4

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FORM 4

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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	Estimated average burden	
	hours per response:	0.5
4		

1. Name and Addre Lufkin Dan V	1 0	rson*	2. Issuer Name and Ticker or Trading Symbol <u>ELECTRO OPTICAL SCIENCES INC</u> /NY [MELA]		ationship of Reporting Person(s) to Issuer < all applicable) Director 10% Owner		
(Last)	(First)	(Middle)			Officer (give title below)	Other (specify below)	
C/O ELECTRO	()		3. Date of Earliest Transaction (Month/Day/Year) 11/03/2006)	,	
3 WEST MAIN	ST. SUITE #20)1					
(Street) IRVINGTON	NY	10533	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Rep Form filed by More that	porting Person	
(City)	(State)	(Zip)			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)			4. Securities A Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	11/03/2006		Р		70,175	Α	\$5.68	443,906 ⁽¹⁾	D	

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Warrants	\$6.7	11/03/2006		Р		70,175		11/03/2006	11/03/2011	Common Stock	10,526	\$0.02 ⁽²⁾	86,862 ⁽³⁾	D	

Explanation of Responses:

1. Of the 443,906 shares reported, Mr. Lufkin disclaims beneficial ownership of 140,570 shares held by trusts.

2. Common Stock purchase of \$5.68 per share plus \$.02 for warrant to purchase additional .15 shares of MELA Common Stock.

3. Of the 86,862 reported, Mr. Lufkin disclaims beneficial ownership of 11,687 warrants held by trusts.

Remarks:

/s/ Philip DeBellis attorney-in-11/06/2006 fact for Dan W. Lufkin.

Date

** Signature of Reporting Person

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.