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

OMB APPROVAL										
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1	ldress of Reporting <u>ENNETH E</u>		suer Name and Ticke GIRAD CORP			ymbol	(Chec	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
									X	Director	10% 0	Jwner		
(Last)	(First)	(Middle)		ate of Earliest Transac 28/2006	ction (M	onth/E	Day/Year)		Officer (give title below)	Other below	(specify)			
13950 STOW	E DRIVE													
			4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) POWAY	CA								X 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													
Date			2. Transaction Date (Month/Day/Yea	ar) 2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities 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 (Instr. 4)		
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)		
		Table II -	Derivative S	Securities Acqui	red, C	Dispo	osed of, or	r Benef	icially C	wned				
				calls, warrants, o					-					

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 Exerc Expiration Da (Month/Day/N	ate	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 Option	\$3.95	04/28/2006		A		10,000		04/28/2006	04/28/2016	Common Stock	10,000	\$0 ⁽¹⁾	80,750	D	

Explanation of Responses:

1. N/A

Vera P. Pardee, by Power of <u>Attorney</u>

05/02/2006

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.