

Howson David
Form 4/A
March 31, 2005

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 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Howson David

2. Issuer Name **and** Ticker or Trading
Symbol
ACCEL R8 TECHNOLOGY CORP
[ACLY.OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
303 EAST 17TH AVENUE #108
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2005

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

DENVER, CO 80203

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/27/2004

6. Individual or Joint/Group Filing(Check
Applicable Line)
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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	Disposed of (D) (Instr. 3, 4, and 5) (A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nr Sh
Common Stock Option	\$ 2.25	03/16/2005	J	(1)		25,000	(1)	(1)	Common Stock	2
Common Stock Option	\$ 2.25	03/16/2005	J	(1)		25,000	(1)	(1)	Common Stock	2
Common Stock Option	\$ 2.57	03/16/2005	A		225,000		03/16/2005	03/16/2015	Common Stock	2
Common Stock Option	\$ 2.57	03/16/2005	A	V	75,000		(2)	03/16/2015	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howson David 303 EAST 17TH AVENUE #108 DENVER, CO 80203			President	

Signatures

/s/ David
Howson 03/30/2005

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) On March 16, 2005, David Howson agreed to cancel his 50,000 stock options granted to him under Accelr8 Technology Corporation's Non-Qualified Stock Option Plan in consideration for the grant by the Board of Directors of 50,000 stock options under the Corporation's 2004 Omnibus Stock Option Plan with no value received. Further, the Board of Directors on this date granted Howson an additional 175,000 options.

(2) The 75,000 stock options shall vest if and only if prior to the expiration date of the Options, Accelr8 Technology Corporation closes on a transfer for the sale of the Corporation's assets or the acquisition of the Corporation in which the Corporation's shareholders receive aggregate consideration at closing equal to or greater than \$250,000,000.

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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