

AQUACELL TECHNOLOGIES INC

Form 4/A

March 09, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
**WITHAM JAMES C**

2. Issuer Name and Ticker or Trading Symbol  
**AQUACELL TECHNOLOGIES INC [AQA]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**10410 TRADEMARK STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**09/30/2002**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CHIEF EXECUTIVE OFFICER**

**RANCHO CUCAMONGA, CA 91730**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**10/02/2002**

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)	
				(A) or (D)	Price			
COMMON STOCK	09/30/2002		J <sup>(1)</sup>	53,986	D	\$ 3.05	2,046,505	D
COMMON STOCK	09/30/2002		J <sup>(2)</sup>	13,100	D	\$ 4.1	2,033,405	D
COMMOM STOCK	09/30/2002		J <sup>(3)</sup>	16,375	D	\$ 0.95	2,017,030	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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**Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
WITHAM JAMES C 10410 TRADEMARK STREET RANCHO CUCAMONGA, CA 91730	X		CHIEF EXECUTIVE OFFICER		

**Signatures**

JAMES C. WITHAM 03/09/2005

\*\*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) 53,986 shares returned to treasury to partially pay personal guarantee of third party installment note to the Company that was in default on 3/31/02.
- (2) 13,100 shares privately transferred to non-affiliated party on January 25, 2002.
- (3) 16,375 shares privately transferred to non-affiliated party on July 25, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space 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.