

GOLDSTEIN MARK E
Form 4
February 09, 2006

FORM 4

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

OMB APPROVAL

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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 *
GOLDSTEIN MARK E

(Last) (First) (Middle)
4880 HAVANA ST
(Street)

DENVER, CO 80239

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SCOTTS LIQUID GOLD INC [slgd]

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
C.O.B., President & C.E.O.

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/07/2006 | | P | | 10,000 | A | \$ 0.975 |
| Common Stock | | | | | 25,890 | I (2) | By Spouse |
| Common Stock | | | | | 28,890 | I (2) | By Minor Daughter |
| Common Stock | | | | | 28,890 | I (2) | By Minor Son |
| Common Stock | | | | | 18,222 | I (2) | By Minor Son |

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| | | | |
|--------------|---------|------------------------------------|--------------------------|
| Common Stock | 111,280 | I <u>(3)</u> | By ESOP |
| Common Stock | 524,932 | I <u>(4)</u> <u>(5)</u> | By Partnership |
| Common Stock | 500,132 | I <u>(4)</u> <u>(6)</u> | By Partnership and Trust |
| Common Stock | 122,541 | I <u>(2)</u> <u>(4)</u> <u>(7)</u> | By Minor Children |

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

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(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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 0.682 | | | | | 11/28/2003 11/27/2008 | Common Stock 70,500 |
| Incentive Stock Option (right to buy) | \$ 0.594 | | | | | 05/04/2005 05/03/2010 | Common Stock 80,000 |
| Incentive Stock Option (right to buy) | \$ 0.66 | | | | | 08/23/2005 08/22/2010 | Common Stock 50,000 |
| Incentive Stock | \$ 1.056 | 12/14/2005 | | A | 18,400 | 12/14/2005 12/13/2010 | Common Stock 18,400 |

Option
(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDSTEIN MARK E 4880 HAVANA ST DENVER, CO 80239 | X | X | C.O.B., President & C.E.O. | |

Signatures

Mark E.
Goldstein

02/09/2006

__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) Includes 51,600 shares held jointly by Mr. Goldstein and his wife.
- (2) The reporting person disclaims beneficial ownership of all shares held by spouse or minor children, and this report should not be deemed to be an admission that the reporting person is a beneficial owner of such shares for purposes of Section 16 or for any other purposes.
- (3) Shares allocated to the account of Mr. Mark E. Goldstein under an Employee Stock Ownership Plan as of December 31, 2004.
- (4) Mark Goldstein may be deemed to be a beneficial owner of shares held by the Goldstein Family Partnership, Ltd. (the "Partnership"), for which the Goldstein Family Corporation is the general partner.

These 524,932 shares are held by the Partnership and represent a portion of the total shares of common stock of Scott's Liquid Gold-Inc. (the "Company") held by the Partnership, based upon Mark E. Goldstein's and the Goldstein Family Corporation's share of any profits of

- (5) the Partnership. The Goldstein Family Corporation is the sole general partner of the Partnership. The reporting person disclaims beneficial ownership, and this report shall not be deemed to be an admission that the reporting person is a beneficial owner of such shares for the purposes of Section 16 or for any other purposes.

These 500,132 shares are held by the Partnership and represent a portion of the total shares of the common stock of the Company held by the Partnership, based upon a share of any profits of the Partnership, held by a charitable remainder trust of which Mark E. Goldstein is

- (6) the trustee and a beneficiary. The reporting person disclaims beneficial ownership of all shares held by the Partnership, and this report shall not be deemed to be an admission that the reporting person is a beneficial owner of such shares for purposes of Section 16 or for any other purposes.

These shares are held by the Partnership and represent a portion of the total shares of common stock of the Company, held by the Partnership, based upon a share of any profits of the Partnership held by Mark E. Goldstein as a custodian for minor children. The

- (7) reporting person disclaims beneficial ownership of all shares held by the Partnership, and this report shall not be deemed to be an admission that the reporting person is a beneficial owner of such shares for purposes of Section 16 or for any other purposes.

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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