

SONA MOBILE HOLDINGS CORP

Form 4

July 17, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
FELLOWS STEPHEN

(Last) (First) (Middle)

C/O SONA MOBILE HOLDINGS  
CORP., 825 THIRD AVENUE,  
32ND FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
SONA MOBILE HOLDINGS CORP  
[SNMB]3. Date of Earliest Transaction  
(Month/Day/Year)  
07/13/20064. 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)  
Chief Financial Officer6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)<br>Code V Amount Price                                    | 58,333 <sup>(1)</sup>                                                                                              | 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  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code V (A) (D)                       |                                                                                                           | Date Exercisable Expiration Date                               | Title Amount<br>Number Shares                                    |
| Options<br>to<br>purchase<br>common<br>stock        | \$ 1.6                                                             |                                         |                                                             |                                      |                                                                                                           | 10/13/2005 10/13/2010                                          | Common<br>Stock 50,000<br>(2)                                    |
| Options<br>to<br>purchase<br>common<br>stock        | \$ 0.7                                                             | 07/13/2006                              |                                                             | A                                    | 250,000                                                                                                   | 07/13/2006 <sup>(3)</sup> 07/13/2016                           | Common<br>Stock 250,000                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships                    |
|---------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                         | Director 10% Owner Officer Other |
| FELLOWS STEPHEN<br>C/O SONA MOBILE HOLDINGS CORP.<br>825 THIRD AVENUE, 32ND FLOOR<br>NEW YORK, NY 10022 | Chief Financial Officer          |

## Signatures

Stephen Fellows 07/17/2006  
 \*\*Signature of Date  
 Reporting Person

## 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) 35,555 shares are subject to annual vesting, of which 17,778 shares will vest on 8/22/06 and 17,777 shares will vest on 8/22/07.

These options were granted to the reporting person on October 13, 2005 and are exercisable as follows: (i) immediately to purchase  
 (2) 16,667 shares of common stock; (ii) on or after September 30, 2006 to purchase an additional 16,667 shares of common stock; and (iii) on or after September 30, 2007 to purchase an additional 16,666 shares of common stock.

These options were granted to the reporting person on July 13, 2006 and are exercisable as follows: (i) immediately to purchase 83,333  
 (3) shares of common stock; (ii) on or after July 13, 2007 to purchase an additional 83,333 shares of common stock; and (iii) on or after July 13, 2008 to purchase an additional 83,334 shares of common stock.

(4) Not applicable.

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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