

SONA MOBILE HOLDINGS CORP  
 Form 4  
 July 17, 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 \*  
 Kreloff Shawn

2. Issuer Name and Ticker or Trading Symbol  
 SONA MOBILE HOLDINGS CORP  
 [SNMB]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O SONA MOBILE HOLDINGS CORP., 825 THIRD AVENUE,  
 32ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 07/13/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CHAIRMAN, PRESIDENT & CEO

(Street)  
 NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	2,879,911 <sup>(1)</sup>	D	

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)**

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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 Security (Instr. 3 and 4)
Options to purchase common stock	\$ 1.6					(2) 10/13/2010	Common Stock 2,380,250
Options to purchase common stock	\$ 0.7	07/13/2006		A	2,380,250	07/13/2006(3) 07/13/2016	Common Stock 2,380,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krelloff Shawn C/O SONA MOBILE HOLDINGS CORP. 825 THIRD AVENUE, 32ND FLOOR NEW YORK, NY 10022	X		CHAIRMAN, PRESIDENT & CEO	

## Signatures

Shawn Krelloff 07/17/2006

\*\*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).

Issued upon the automatic conversion on 11/17/2005 of the Issuer's Series A Convertible Preferred Stock into shares of the Issuer's

- (1) Common Stock at the ratio of 48.11159 shares of Common Stock for each share of Series A Convertible Preferred Stock held, as provided in the Certificate of Designation, as amended, for the Series A Preferred Stock.
- (2) The stock option is exercisable as follows: (a) 83,333 shares are currently exercisable; (b) an additional 83,333 shares will be exercisable on or after 09/30/06; and (c) an additional 83,334 shares will be exercisable on or after 09/30/2007.

These options were granted to the reporting person on July 13, 2006 and are exercisable as follows: (i) immediately to purchase 793,417 shares of common stock; (ii) on or after July 13, 2007 to purchase an additional 793,417 shares of common stock; and (iii) on or after July 13, 2008 to purchase an additional 793,416 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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