

SYSTEMAX INC

Form 4

August 31, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENTHAL ROBERT

(Last) (First) (Middle)

**C/O SYSTEMAX INC., 11
HARBOR PARK DRIVE**

(Street)

PORT WASHINGTON,, NY 11050

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SYSTEMAX INC [SYX]

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2006

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)

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
Commom Stock	08/29/2006		M		6,500	A	\$ 1.95
Commom Stock	08/29/2006		M		2,000	A	\$ 2.45
Commom Stock	08/29/2006		M		2,000	A	\$ 3.39
Commom Stock	08/29/2006		M		2,000	A	\$ 3.36
Commom Stock	08/29/2006		M		6,500	A	\$ 3.36

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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 (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. Amount or Number of Shares
Option (right to buy)	\$ 1.95	08/29/2006		M	6,500	02/15/2001 02/14/2011	Common Stock	6,500
Option (right to buy)	\$ 2.45	08/29/2006		M	2,000	05/15/2001 05/14/2011	Common Stock	2,000
Option (right to buy)	\$ 3.39	08/29/2006		M	2,000	05/14/2002 05/13/2012	Common Stock	2,000
Option (right to buy)	\$ 3.36	08/29/2006		M	2,000	05/20/2003 05/19/2013	Common Stock	2,000
Option (right to buy)	\$ 3.36	08/29/2006		M	6,500	05/20/2003 05/19/2013	Common Stock	6,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENTHAL ROBERT C/O SYSTEMAX INC. 11 HARBOR PARK DRIVE PORT WASHINGTON,, NY 11050	X			

Signatures

/s/ Robert D. Rosenthal, by Curt Rush,
attorney-in-fact

08/31/2006

__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).

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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