JONES SODA CO Form 4/A March 15, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VAN STOLK PETER

2. Issuer Name and Ticker or Trading Symbol

Issuer

JONES SODA CO [jsda]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

10% Owner Other (specify

234 NINTH AVENUE NORTH

(Month/Day/Year) 03/15/2007

below) Chief Executive Officer

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

03/13/2007

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

SEATLE, WA 98109

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and A Underlying S (Instr. 3 and 4

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| | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired or Dispose (D) (Instr. 3, 4 and 5) | ed of | ; | | |
|--|------------------------------------|------------|------------------|------------|---|-------|---------------------|--------------------|-----------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee/Director Stock Options (right to buy) | \$ 18.67 | 03/12/2007 | | A | 40,000 | | <u>(1)</u> | 03/11/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| VAN STOLK PETER | | | Chief | | | |
| 234 NINTH AVENUE NORTH | X | | Executive | | | |
| SEATLE, WA 98109 | | | Officer | | | |

Signatures

/s/ Timothy M. Woodland, attorney in fact 03/15/2007

**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) The option vests in equal installments every six months over a period of 3-1/2 years from the grant date.

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.

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