

ELLIN ROBERT S
Form 4
February 24, 2006

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
ELLIN ROBERT S

2. Issuer Name and Ticker or Trading Symbol
MAJESCO ENTERTAINMENT CO
[COOL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
153 EAST 53RD STREET, 48TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2005

____ Director
____ Officer (give title below) Other (specify below)
Former 10% Owner

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.001 per share	11/23/2005		P		9,000	A	\$ 1.4967	2,240,141 ⁽¹⁾	I	By Trinad Capital Master Fund Ltd.
Common Stock, par value \$.001 per share	11/29/2005		P		1,000	A	\$ 1.48	2,241,141 ⁽²⁾	I	By Trinad Capital Master Fund Ltd.
	11/30/2005		P		16,300	A		2,257,441 ⁽³⁾	I	

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Common Stock, par value \$0.001 per share					\$ 1.4139				By Trinad Capital Master Fund Ltd.
Common Stock, par value \$0.001 per share	11/30/2005	P	11,455	A	\$ 1.3644	2,268,896	(4)	I	By Trinad Capital Master Fund Ltd.
Common Stock, par value \$0.001 per share	12/02/2005	P	12,500	A	\$ 1.43	2,281,396	(5)	I	By Trinaaad Capital Master Fund Ltd.
Common Stock, par value \$0.001 per share	12/06/2005	P	25,000	A	\$ 1.4	2,306,396	(6)	I	By Trinad Capital Master Fund Ltd.
Common Stock, par value \$0.001 per share	12/22/2005	P	26,605	A	\$ 1.1845	2,333,001	(7)	I	By Trinad Capital Master Fund Ltd.
Common Stock, par value \$0.001 per share	12/23/2005	P	10,000	A	\$ 1.177	2,343,001	(8)	I	By Trinad Capital Master Fund Ltd.
Common Stock, par value \$0.001 per share	12/23/2005	P	25,000	A	\$ 1.1909	2,368,001	(9)	I	By Trinad Capital Master Fund Ltd.
Common Stock, par value \$0.001 per share	12/28/2005	S	105,000	D	\$ 1.1697	2,263,001	(10)	I	By Trinad Capital Master Fund Ltd.
Common Stock, par value \$0.001 per share	12/30/2005	S	100,000	D	\$ 1.1	2,163,001	(11) (12)	I	By Trinad Capital Master Fund Ltd.

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- (3) Includes the Non-Trinad Shares along with 1,869,031 shares held by the Fund.
- (4) Includes the Non-Trinad Shares along with 1,880,486 shares held by the Fund.
- (5) Includes the Non-Trinad Shares along with 1,892,986 shares held by the Fund.
- (6) Includes the Non-Trinad Shares along with 1,917,986 shares held by the Fund.
- (7) Includes the Non-Trinad Shares along with 1,944,591 shares held by the Fund.
- (8) Includes the Non-Trinad Shares along with 1,954,591 shares held by the Fund.
- (9) Includes the Non-Trinad Shares along with 1,979,591 shares held by the Fund.
- (10) Includes the Non-Trinad Shares along with 1,874,591 shares held by the Fund.
- (11) Includes the Non-Trinad Shares along with 1,774,591 shares held by the Fund.
- (12) The Reporting Person unknowingly crossed the 10% threshold on November 16, 2005. The sale of 100,000 shares on December 30, 2005 brought the Reporting Person below the 10% threshold.

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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