

Edgar Filing: OMNI USA INC - Form 4

| 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| 2006 Stock Option Plan | \$ 0.64 | 04/06/2006 | | A | 60,000 | 04/06/2006 | 04/06/2011 | Common Stock \$0.004995 par value | 60,000 |
| 2006 Stock Option Plan | \$ 0.75 | 04/06/2006 | | A | 40,000 | 04/06/2006 | 04/06/2011 | Common Stock \$0.004995 par value | 40,000 |
| 8% Convertible Debenture | \$ 0.5 | 06/20/2006 | | A | 40,000 | 06/20/2006 | 06/20/2008 | Common Stock \$0.004995 par value | 40,000 |
| Warrant | \$ 0.6 | 06/20/2006 | | A | 40,000 | 06/20/2006 | 06/20/2011 | Common Stock \$0.004995 par value | 40,000 |
| Warrant | \$ 1 | 06/20/2006 | | A | 40,000 | 06/20/2006 | 06/20/2007 | Common Stock \$0.004995 par value | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Vermaelen Theo | | X | | |

Signatures

Lowell W. Giffhorn by Pwr of Atty for Theo Vermaelen 07/18/2006

**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.

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.