

VIISAGE TECHNOLOGY INC
 Form 4
 October 19, 2005

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 *
 AHMAD IFTIKHAR

2. Issuer Name and Ticker or Trading Symbol
 VIISAGE TECHNOLOGY INC
 [VISG]

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

(Last) (First) (Middle)
 C/O VIISAGE TECHNOLOGY, INC., 296 CONCORD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/17/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr Vice President Services

BILLERICA, MA 01821

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 10/17/2005 | | J ⁽¹⁾ | 261 A | \$ 3,5275 | 6,984 | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Option (Right to Buy) | \$ 2.96 | | | | | (2) 02/01/2006 | Common Stock 5,635 | |
| Stock Option (Right to Buy) | \$ 2.25 | | | | | (2) 07/21/2007 | Common Stock 35,000 | |
| Stock Option (Right to Buy) | \$ 1.375 | | | | | (3) 02/24/2009 | Common Stock 11,667 | |
| Stock Option (Right to Buy) | \$ 12.25 | | | | | (4) 01/21/2010 | Common Stock 50,000 | |
| Stock Option (Right to Buy) | \$ 3.0625 | | | | | (3) 02/14/2011 | Common Stock 30,000 | |
| Stock Option (Right to Buy) | \$ 6.16 | | | | | (3) 02/20/2012 | Common Stock 60,000 | |
| Stock Option (Right to Buy) | \$ 7.06 | | | | | (4) 11/20/2014 | Common Stock 20,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AHMAD IFTIKHAR
C/O VIISAGE TECHNOLOGY, INC.
296 CONCORD ROAD
BILLERICA, MA 01821

Sr Vice President Services

Signatures

Elliot J. Mark,
Attorney-in-Fact

10/19/2005

__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) Purchase under Viisage Technology Employee Stock Purchase Plan
 - (2) Subject to acceleration and earlier vesting as noted in option agreement regarding benchmark shares.
 - (3) Option is exercisable in three annual equal installments beginning on the first anniversary of the date of grant.
 - (4) Option is exercisable in four annual equal installments beginning on the first anniversary of the date of grant.

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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