

CHYMIAK KENNETH A
 Form 4
 December 19, 2008

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

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 *
 CHYMIAK KENNETH A

2. Issuer Name and Ticker or Trading Symbol
 ADVANTAGE TECHNOLOGIES GROUP INC [aey]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1221 E. HOUSTON ST.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/18/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

BROKEN ARROW, OK 74012

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 <u>(3)</u> <u>(5)</u> | 12/18/2008 | | A | | 20,350 | A | \$ 2.05 |
| | | | | | 76,024.75 | I | |
| | | | | | | | By Chymiak Investment LLC |
| Common Stock <u>(3)</u> <u>(4)</u> | 12/18/2008 | | A | | 20,350 | A | \$ 2.05 |
| | | | | | 76,024.75 | I | |
| | | | | | | | By spouse's ownership in Chymiak Investment LLC |
| Common Stock <u>(1)</u> | | | | | 2,337 | D | |
| | | | | | 250,000 | I | |

| | | | | | | | |
|----------------------------|--|--|--|-----------|---|--|---|
| Common Stock | | | | | | | By Ken Chymiak Revocable Trust |
| Common Stock <u>(2)</u> | | | | 1,796,000 | I | | By spouse's Revocable Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHYMIAK KENNETH A 1221 E. HOUSTON ST. BROKEN ARROW, OK 74012 | X | X | President and CEO | |

Signatures

/s/ Kenneth A.
Chymiak

12/19/2008

 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) One year holding restriction on sale expiring 3/5/09.
- (2) Beneficial ownership of spouse's shares is disclaimed.
- (3) Ken Chymiak holds 25% ownership of Chymiak Investment LLC. Shares acquired on 12/18/08 by Chymiak Investment LLC totaled 81,400.
- (4) Spouse, Susan Chymiak, holds 25% ownership of Chymiak Investment LLC. Shares acquired by Chymiak Investment LLC totaled 81,400 on 12/18/08. These shares are indirectly owned by Kenneth Chymiak as spouse.
- (5) Chymiak Investment LLC acquired 81,400 shares on 12/18/08 through multiple investments in the open market. The weighted average price of these purchases was \$2.05.

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.