

LAURUS MASTER FUND LTD  
 Form 4  
 February 03, 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

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 \*  
 LAURUS MASTER FUND LTD

2. Issuer Name and Ticker or Trading Symbol  
 RIVIERA TOOL CO [RTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director  
 \_\_\_ Officer (give title below)  
 \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Other (specify below)  
 Former 10% Owner

(Last) (First) (Middle)  
 C/O LAURUS CAPITAL  
 MANAGEMENT, LLC, 825 THIRD  
 AVENUE 14TH FLOOR

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/24/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

(Street)  
 NEW YORK, NY 10022

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, no par value per share	01/24/2006		S		2,000	D	\$ 0.88
Common Stock, no par value per share	01/24/2006		S		500	D	\$ 0.85
Common Stock, no par value	01/24/2006		S		100	D	\$ 0.87

per share

Common Stock, no par value per share	01/24/2006	S	500	D	\$ 0.86	204,927	D <u>(1)</u>
Common Stock, no par value per share	01/24/2006	S	4,800	D	\$ 0.82	200,127	D <u>(1)</u>
Common Stock, no par value per share	01/24/2006	S	1,600	D	\$ 0.83	198,527	D <u>(1)</u> <u>(2)</u>

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAURUS MASTER FUND LTD C/O LAURUS CAPITAL MANAGEMENT, LLC 825 THIRD AVENUE 14TH FLOOR NEW YORK, NY 10022				Former 10% Owner
				Former 10% Owner

GRIN DAVID  
C/O LAURUS CAPITAL MANAGEMENT, LLC  
825 THIRD AVENUE 14TH FLOOR  
NEW YORK, NY 10022

GRIN EUGENE  
C/O LAURUS CAPITAL MANAGEMENT, LLC  
825 THIRD AVENUE 14TH FLOOR  
NEW YORK, NY 10022

Former 10% Owner

LAURUS CAPITAL MANAGEMENT LLC  
825 THIRD AVENUE, 14TH FLOOR  
NEW YORK, NY 10022

Former 10% Owner

## Signatures

/s/ Eugene Grin, Director, on behalf of Laurus Master Fund, Ltd. 02/03/2006

\_\_Signature of Reporting Person Date

/s/ Eugene Grin, Principal, on behalf of Laurus Capital Management, LLC 02/03/2006

\_\_Signature of Reporting Person Date

/s/ Eugene Grin 02/03/2006

\_\_Signature of Reporting Person Date

/s/ David Grin 02/03/2006

\_\_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).

(1) See Exhibit 99 (Footnote 1)

(2) See Exhibit 99 (Footnote 2)

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.