

CAIRNS DAVID
Form 4
December 02, 2005

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 *
CAIRNS DAVID

2. Issuer Name and Ticker or Trading Symbol
ARTEMIS INTERNATIONAL SOLUTIONS CORP [AMSI.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2005

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

C/O ARTEMIS INTERNATIONAL SOLUTIONS CORP, 4041 MACARTHUR BLVD., SUITE 401

(Street)

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

NEWPORT BEACH, CA 92660

(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)
				(A) or (D)	Price		
				Code	V	Amount	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 1.45	11/30/2005		A	7,500	<u>(1)</u>	11/30/2015	Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 1.45	11/30/2005		A	3,500	<u>(3)</u>	11/30/2015	Common Stock	3,500
Non-Qualified Stock Option (right to buy)	\$ 1.45	11/30/2005		A	3,500	<u>(2)</u>	11/30/2015	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAIRNS DAVID C/O ARTEMIS INTERNATIONAL SOLUTIONS CORP 4041 MACARTHUR BLVD., SUITE 401 NEWPORT BEACH, CA 92660	X			

Signatures

Charles Savoni
(Attorney-in-fact) 12/02/2005

**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) One hundred percent (100%) of shares subject to the Option shall vest on November 30, 2006, provided, that the optionee remains a director on said date and has attended at least sixty percent (60%) of the meetings convened by the Board of Directors during the preceding year.

(2) One hundred percent (100%) of shares subject to the Option shall vest on the grant date anniversary (November 30, 2006), provided, that the optionee remains a member of the Audit Committee on said date and has attended at least sixty percent (60%) of the Audit Committee meetings convened during the preceding year.

(3) One hundred percent (100%) of shares subject to the Option shall vest on the grant date anniversary (November 30, 2006), provided, that the optionee remains a member of the Nominating Committee on said date and has attended at least sixty percent (60%) of the

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Nominating Committee meetings convened during the preceding year.

- (4) The option was granted in consideration for director services rendered.

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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