

INSIGNIA SYSTEMS INC/MN
Form 4
July 31, 2006

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 *
VARS GARY

2. Issuer Name and Ticker or Trading Symbol
INSIGNIA SYSTEMS INC/MN
[ISIG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6470 SYCAMORE COURT
NORTH

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2006

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

(Street)
MAPLE GROVE, MN 55369

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	07/27/2006		M			35,100	A	\$ 1.7188	92,570	D	
Common Stock	07/27/2006		S			35,100	D	\$ 3.3489	57,470	D	
Common Stock	07/28/2006		M			1,230	A	\$ 1.7188	58,700	D	
Common Stock	07/28/2006		S			1,230	D	\$ 3.25	57,470	D	
Common Stock									4,650	I	by Spouse

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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)

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Incentive Stock Option (right to buy)	\$ 1.7188	07/27/2006		M	35,100	09/16/2002	09/19/2006	Common Stock	35,100
Incentive Stock Option (right to buy)	\$ 1.7188	07/28/2006		M	1,230	09/15/2002	09/19/2006	Common Stock	1,230

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VARS GARY
6470 SYCAMORE COURT NORTH X
MAPLE GROVE, MN 55369

Signatures

/s/ Gary L. Vars 07/31/2006

**Signature of Date
Reporting Person

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.

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