

KRAMER DONALD J  
 Form 3  
 December 12, 2002

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| OMB APPROVAL   |
| OMB Number: 3235-0104                                |
| Expires: January 31, 2005                            |
| Estimated average burden<br>hours per response...0.5 |

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

FORM 3

INITIAL STATEMENT OF 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**

|   |   |  |
|---|---|--|
| <p>1. Name and Address of Reporting Person*</p> <p><b>Kramer Donald J</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>7841 CocoBay Court</b></p> <hr/> <p>(Street)</p> <p><b>Naples FL 34108</b></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement<br/>(Month/Day/Year)</p> <p><b>12/04/02</b></p> <hr/> <p>4. Issuer Name <b>and</b> Ticker or Trading<br/>Symbol</p> <p><b>Insignia Systems, Inc. (ISIG)</b></p> <hr/> <p>6. If Amendment, Date of Original<br/>(Month/Day/Year)</p> <hr/> | <p>3. I.R.S. Identification Number of Reporting<br/>Person, if an entity (voluntary)</p> <hr/> <p>5. Relationship of Reporting Person(s)<br/>to Issuer (Check All Applicable)</p> <p><input checked="" type="checkbox"/> Director                      <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer (give title below)</p> <p><input type="checkbox"/> Other (specify below)</p> <hr/> <p>7. Individual or Joint/Group Filing<br/>(Check One)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting<br/>Person</p> |
|---|---|--|

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If the form is filed by more than one reporting person, see instruction 5(b)(v).

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**Table I Non-Derivative Securities Beneficially Owned**

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| 1. | Title of Security<br>(Instr. 4) | 2. | Amount of<br>Securities<br>Beneficially<br>Owned<br>(Instr. 4) | 3. | Ownership Form:<br>Direct (D) or Indirect (I)<br>(Instr. 5) | 4. | Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|----|---------------------------------|----|--|----|---|----|--|
|----|---------------------------------|----|--|----|---|----|--|

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**Table II Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |   |
|---|---|--|--|--|--|---|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares   |  |   |
| Non-Qualified S                               | *   | 12/04/12   | Common Stock   | 10,000   | \$10.44  | D |

Explanation of Responses:

**\*5,000 shares on 12/4/03 and 5,000 shares on 12/4/04**

/s/ Donald J. Kramer

12/11/02

\*\*Signature of Reporting Person

Date

Power of Attorney:

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.