SPO Medical Inc Form 3 May 02, 2005

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

Dorfman Pauline

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

04/21/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

SPO Medical Inc [UNDG.PK]

4. Relationship of Reporting Person(s) to Issuer

X Director

Officer

5. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Form filed by More than One

Filed(Month/Day/Year)

C/O SPO MEDICAL INC., 21860 BURBANK BLVD, NORTH BUILDING,

SUITE 380

(Street)

(Check all applicable)

10% Owner

Other (give title below) (specify below)

WOODLAND HILLS. CAÂ 91367

> (City) (State)

1. Title of Security

(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

Form:

4. Nature of Indirect Beneficial

Reporting Person

Person

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

(Zip)

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option to Purchase Stock	(1)	04/28/2011	Common Stock	50,000	\$ 0.055	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
2	Director	10% Owner	Officer	Other		
Dorfman Pauline						
C/O SPO MEDICAL INC., 21860 BURBANK BLVD	î v	Â	â	â		
NORTH BUILDING, SUITE 380	АЛ	Α	Α	А		
WOODLAND HILLS. CA 91367						

Signatures

/s/ Pauline
Dorfman

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 half of the option vests on the date of grant and the remainder vests on the first anniversary of the date of grant.

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.

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