

COMMAND SECURITY CORP
Form 4
December 22, 2004

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 *
Trinad Capital L.P.

2. Issuer Name and Ticker or Trading Symbol
COMMAND SECURITY CORP
[CMMD.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
153 EAST 53RD ST., 48TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2004

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

NEW YORK, NY 10022

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|---------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 12/17/2004 | | X ⁽¹⁾ | | | 35,088 | A | \$ 0 | 2,105,690 | D | |
| Common Stock | 12/22/2004 | | P ⁽²⁾ | | | 25,000 | A | \$ 0 | 1,980,690 | D | |
| Common Stock | 12/22/2004 | | P ⁽³⁾ | | | 125,000 | A | \$ 0 | 1,572,675 | D | |

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

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number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Warrants | \$ 1.25 | 12/22/2004 | | P | 383,015 | 12/22/2004 | 11/12/2005 | Common Stock | 383,015 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Trinad Capital L.P. 153 EAST 53RD ST. 48TH FLOOR NEW YORK, NY 10022 | X | X | | |

Signatures

/s/ Trinad Capital L.P., General Partner
12/22/2004

**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) On December 17, 2004, Trinad Capital L.P. received 50,000 shares of common stock ("Common Stock"), par value \$.0001, of Command Security Corp. upon exercise of warrants for such shares of Common Stock, at an exercise price of \$1.03125 per share. Robert Ellin, is the General Partner of and holds a 6.2% interest in Trinad Capital L.P. Mr. Ellin disclaims any beneficial ownership except to the extent of his pecuniary interest in Trinad Capital L.P.

(2) On December 22, 2004, Trinad purchased 25,000 shares of Common Stock and warrants to purchase an additional 383,015 shares of Common Stock, at an exercise price of \$1.25 per share, from Atlantis Equities, Inc. ("Atlantis"), an entity controlled by Nancy Ellin, the spouse of Mr. Ellin, for an aggregate purchase price of \$25,782.25. Mr. Ellin is the President of Atlantis.

(3) On December 22, 2004, Trinad Capital L.P. received 125,000 shares of Common Stock from William C. Vassell, a former officer and director of the Company as part of a settlement agreement between Mr. Vassell and the Company, at a purchase price of \$1.00 per share.

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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