HEER KARL Form 4 January 04, 2006

FORM 4

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

OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * HEER KARL

2. Issuer Name and Ticker or Trading

Issuer

Symbol

SPECTRUM SCIENCES & SOFTWARE HOLDINGS CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[SPSC.OB]

(Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year)

3130 FAIRVIEW PARK DR., #400

(First)

01/03/2006

(Street)

(State)

(Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FALLS CHURCH, VA 22042

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	Securi	ities Acq	quired, Disposed	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported		
				(A) or		Transaction(s)			
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	01/03/2006		P	2,600	A	\$ 0.72	952,600 (1)	I	By Spouse
Common Stock	01/03/2006		P	7,400	A	\$ 0.75	960,000 (1)	I	By Spouse

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

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

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Security of (Instr. 3) F		or Exercise Price of Derivative Security	(Monan Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ve es d		Underlying Securities (Instr. 3 and	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

HEER KARL 3130 FAIRVIEW PARK DR., #400 X FALLS CHURCH, VA 22042

Signatures

Karl Heer 01/04/2006 **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).
- (1) Includes 950,000 shares of common stock issuable to the reporting person upon the exercise of stock options.

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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