

Mermer Susan D  
Form 3  
May 24, 2006

# 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,  
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 \*

Mermer Susan D

(Last) (First) (Middle)

10305 102ND TERRACE

(Street)

SEBASTIAN, FL 32958

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/22/2006

3. Issuer Name and Ticker or Trading Symbol  
EMERGE INTERACTIVE INC [emrg]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
CFO, EVP

5. 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

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

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

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

Class A Common Stock

70,000 <sup>(1)</sup>

D

^

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

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)

Date Exercisable Expiration Date

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

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect

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

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	Â (2)	02/21/2016	Class A Common Stock	30,000	\$ 0.38	D	Â
Stock Option (Right to Buy)	Â (2)	01/27/2013	Class A Common Stock	10,000	\$ 0.39	D	Â
Stock Option (Right to Buy)	Â (2)	05/28/2012	Class A Common Stock	31,000	\$ 0.58	D	Â
Stock Option (Right to Buy)	Â (3)	06/26/2011	Class A Common Stock	5,000	\$ 0.885	D	Â
Stock Option (Right to Buy)	Â (2)	02/25/2015	Class A Common Stock	18,000	\$ 1.16	D	Â
Stock Option (Right to Buy)	Â (2)	02/10/2014	Class A Common Stock	15,000	\$ 3.115	D	Â
Stock Option (Right to Buy)	Â (3)	08/01/2010	Class A Common Stock	7,500	\$ 22.3125	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mermer Susan D 10305 102ND TERRACE SEBASTIAN, FL 32958	Â	Â	Â CFO, EVP	Â

## Signatures

Susan D.  
Mermer 05/24/2006

\_\_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) These securities are a restricted stock unit that will vest as of the earliest of 18 months from the date of issue (07/29/2005) or as of the date of a company restructuring, change in control or in the event of the participant's death or disability.
- (2) Option was 25% vested on grant date and vests an additional 25% on each anniversary of the grant date thereafter.
- (3) Option vests 25% each year commencing on the first anniversary of the grant date.

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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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