

FORWARD INDUSTRIES INC
 Form 4
 May 18, 2005

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 *
 SCHIFFMAN MICHAEL

2. Issuer Name and Ticker or Trading Symbol
 FORWARD INDUSTRIES INC
 [FORD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/16/2005

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

C/O FORWARD INDUSTRIES
 INC, 275 HEMPSTEAD
 TURNPIKE

(Street)

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

WEST HEMPSTEAD, NY 11552

(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 or Price | | |
| Forward Industries Common Stock | 05/16/2005 | | M | | 20,000 A \$ 2 | 322,427 | D |
| Forward Industries Common Stock | 05/16/2005 | | S | | 20,000 D \$ 17.375 (1) | 302,427 | D |
| Forward Industries | 05/17/2005 | | M | | 25,000 A \$ 2 | 327,427 | D |

Common
Stock

Forward
Industries
Common
Stock

05/17/2005

S

25,000 D

\$ 18.5
(2)

302,427

D

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

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(9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Common Stock Option | \$ 2 | 05/16/2005 | | M | 20,000 | 01/01/2005 12/31/2005 | Forward Industries Common Stock | 20,000 | |
| Common Stock Option | \$ 2 | 05/17/2005 | | M | 25,000 | 01/01/2001 12/31/2005 | Forward Industries Common Stock | 25,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHIFFMAN MICHAEL C/O FORWARD INDUSTRIES INC 275 HEMPSTEAD TURNPIKE WEST HEMPSTEAD, NY 11552 | X | | President & COO | |

Signatures

Michael M.
Schiffman

05/18/2005

__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) 5000 shares at \$17.00 5000 shares at \$17.25 5000 shares at \$17.50 5000 shares at \$17.75 Average = \$17.375

(2) 5000 shares at \$18.00 5000 shares at \$18.25 5000 shares at \$18.50 5000 shares at \$18.75 5000 shares at \$19.00 Average = \$18.50

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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