

GLENAYRE TECHNOLOGIES INC

Form 4

May 19, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MADSON ROLF A

2. Issuer Name and Ticker or Trading
Symbol
GLENAYRE TECHNOLOGIES
INC [GEMS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
11360 LAKEFIELD DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior VP Business Development

DULUTH, GA 30097

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	8,942	D	

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

**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.**

SEC 1474
(9-02)

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

Edgar Filing: GLENAYRE TECHNOLOGIES INC - Form 4

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of S
Non-Qualified Stock Option (right to buy)	\$ 2.72	05/17/2005		A	25,000	05/17/2006 05/17/2015	Common Stock	25
Non-Qualified Stock Option (right to buy)	\$ 0.77					10/31/2003 10/31/2012	Common Stock	50
Non-Qualified Stock Option (right to buy)	\$ 0.8					07/31/2002 07/31/2011	Common Stock	45
Non-Qualified Stock Option (right to buy)	\$ 2.16					03/30/2002 03/30/2011	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 2.3					06/30/2005 06/30/2014	Common Stock	50
Non-Qualified Stock Option (right to buy)	\$ 2.69					12/31/2004 12/31/2013	Common Stock	50
Non-Qualified Stock Option (right to buy)	\$ 10.88					09/29/2001 09/29/2010	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADSON ROLF A 11360 LAKEFIELD DRIVE DULUTH, GA 30097			Senior VP Business Development	

Signatures

By: Arlen Anderson For: Rolf
Madson 05/19/2005

__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).

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.