

IMAGE TECHNOLOGY LABORATORIES INC
Form 4
October 25, 2007

FORM 4

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

OMB APPROVAL

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

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 *
McDowell Valerie Elizabeth

2. Issuer Name and Ticker or Trading Symbol
IMAGE TECHNOLOGY LABORATORIES INC [IMTL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2007

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

1122 BARNEGAT LANE

(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

MANTOLOKING, NJ 08738

(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(A) or Disposed of (D) Code (Instr. 8) | | | | 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 | 10/12/2007 | | P | | 5,000 | A | \$ 0.1 | 3,966,667 | D | |
| Common Stock | 10/15/2007 | | P | | 5,000 | A | \$ 0.095 | 3,971,667 | D | |
| Common Stock | 10/16/2007 | | P | | 55,000 | A | \$ 0.11 | 4,026,667 | D | |
| Common Stock | 10/19/2007 | | P | | 35,000 | A | \$ 0.12 | 4,061,667 | D | |
| Preferred Stock | | | | | | | | 500,000 | D | |

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

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SEC 1474
(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Cumulative Conv. PFD Stock Series | <u>(1)</u> | 09/30/2006 | | P | 1,000 | 09/30/2008 | <u>(1)</u> | Common | 2,700,000 |
| Cumulative Conv. PFD Stock Series B | <u>(1)</u> | 09/30/2007 | | P | 50 | 09/30/2008 | <u>(1)</u> | Common | 2,835,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| McDowell Valerie Elizabeth 1122 BARNEGAT LANE MANTOLOKING, NJ 08738 | | | X | |

Signatures

/s/ Valerie
McDowell

10/25/2007

**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) The Company issued 1,000 Cumulative Convertible Preferred Stock Series B. The ratio of one share of Cumulative Convertible Preferred Stock Series B equals 2,700 shares of Common Stock. Either the shareholder or the Company may elect to force conversion after two years in units of 100 shares of Cumulative Convertible Preferred Stock Series B. The Company may also elect to repurchase the

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Cumulative Convertible Preferred Series B at any time for \$432 per share of Cumulative Convertible Preferred Series B. Fixed interest is accumulated as 12.5 additional shares of Cumulative Convertible Preferred Series B per quarter. The underlying common stock, should the Company or shareholder elect to convert, is unregistered. The voting rights are set at one vote per share of Cumulative Convertible Preferred Stock Series B.

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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