

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

RELM WIRELESS CORP

Form: 3

Date Filed: 2006-03-30

Corporate Issuer CIK: 2186

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FORM 3

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| TATES SECURITIES AND EXCHANGE COMMISSION | OMB APPROVAL | | |
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| Washington, D.C. 20549 | OMB Number: | 32 | |

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours 0.5 per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (i iiii oi Type Hesponses) | | | | | | | | | |
|---|--|---|--|---|---|--|--|--|--|
| Name and Address of Reporting Person Cook Harold B | (Month | 2. Date of Event Requiring Statement (Month/Day/Year) | | 3. Issuer Name and RELM WIRELES | | | | | |
| (Last) (First) (Middle) | 02/23 | /23/2006 4. Relationship o | | | eporting Person(s) to | Issuer 5. If Amend | dment, Date Original | | |
| 810 KNECHT ROAD NE | | | | (Check | (all applicable) | Filed(Month/ | Filed(Month/Day/Year) | | |
| (Street) | | | | X_ Officer (give title below | ow) Other (specify | Delow) | al or Joint/Group Filing(Check Applicable | | |
| PALM BAY, FL 32905 | | | | Exec, Vice | Pres. of Operations | | d by One Reporting Person I by More than One Reporting Person | | |
| (City) (State) (Zip) | | | Tab | le I - Non-Derivat | ive Securities I | Beneficially Ow | ned | | |
| 1. Title of Security (Instr. 4) | | C | . Amount of Secu Owned nstr. 4) | , | 3. Ownership Form: Direct (D) or (ndirect (I) (Instr. 5) | | Beneficial Ownership | | |
| Common Stock | | 1 | 6,500 | | D | | | | |
| Common Stock | | 1 | ,298 | | I ; | See footnote (1) | | | |
| Reminder: Report on a separate line for each class of Persons who respond a currently valid OME Table II - I | to the collect | tion of inform | ation contained | | | tible securities) | SEC 1473 (7-0) | | |
| Title of Derivative Security (Instr. 4) | 2. Date Exe Expiration I (Month/Day/Ye | | Title and Am Underlying Der (Instr. 4) | ount of Securities ivative Security | Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | ' | | |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | | | |
| Employee Stock Option (right to buy) | <u>(2)</u> | 01/03/201 | Common Stock | 20,000 | \$ 2.875 | D | | | |
| Employee Stock Option (right to buy) | (3) | 11/18/2010 | Common Stock | 22,000 | \$ 1 | D | | | |
| Employee Stock Option (right to buy) | <u>(4)</u> | 01/25/201 | Common Stock | 20,000 | \$ 1.1 | D | | | |
| Employee Stock Option (right to buy) | <u>(5)</u> | 02/10/201 | Common Stock | 5,000 | \$ 2.05 | D | | | |
| Employee Stock Option (right to buy) | <u>(6)</u> | 05/05/201 | Common Stock | 20,000 | \$ 2.35 | D | | | |
| Employee Stock Option (right to buy) | <u>(7)</u> | 02/22/201 | Common Stock | 10,000 | \$ 2.1 | D | | | |
| Employee Stock Option (right to buy) | (8) | 10/27/201 | Common Stock | 15,000 | \$ 4.5 | D | | | |
| Employee Stock Option (right to buy) | <u>(9)</u> | 02/22/2010 | Common Stock | 25,000 | \$ 11.4 | D | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|--------------------------------|--|--------------------------------|--|
| Reporting Owner Name / Address | Director 10% Owner Officer Oth | | | |
| Cook Harold B 810 KNECHT ROAD NE PALM BAY, FL 32905 | | | Exec, Vice Pres. of Operations | |

Signatures

| /s/ Harold B. Cook | 03/30/2006 |
|--------------------------------|------------|
| -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) By the reporting person's children whom have granted to him a power-of-attorney over such shares.
- (2) The options vested in 25% increments over four years beginning January 2, 2001.
- (3) The options vested in 25% increments over four years beginning November 17, 2001.
- (4) The options vested in 25% increments over four years beginning January 25, 2012.

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- (5) The options vested 100% on February 11, 2004.
- (6) The options vested in 25% increments over four years beginning May 5, 2004.
- (7) The options vested 100% on February 23, 2005.
- 10) The entires yearted 1000/ on Oatabar 20 200E

| The options vested in whole or in part on the first anniversary of the date of grant depending upon the Issuer's achievement in 2006 of specified levels of sales and pre-tax income. For information concerning the formula to determine the number of options that vest, if any, reference is made to the Issuer's Current Report on Form 8-K dated February 23, 2006. |
|--|
| 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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FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| JNITED STATES SECURITIES AND EXCHANGE COMMISSION | |
|--|--|
| Washington, D.C. 20549 | |

| OMB APPROVA | L |
|--------------------------|-----------|
| OMB Number: | 3235-0104 |
| Estimated average burden | hours |
| per response | 0.5 |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Print or Type Responses) | | | | | | | | |
|--|--|--|---------------------------------------|---|--|--|--|--|
| Name and Address of Reporting Person- Cook Harold B | (Month | Date of Event Requiring Statement (Month/Day/Year) | | 3. Issuer Name and RELM WIRELES | Ticker or Trading Sy SS CORP [(RWC | | | |
| (Last) (First) (Middle) 810 KNECHT ROAD NE | 02/23 | /2006 | | · · | hip of Reporting Person(s) to Issuer (Check all applicable) | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | DirectorX Officer (give title be | 10% Owner low) Other (specify | 6. Individua | al or Joint/Group Filing(Check Applicable | |
| PALM BAY, FL 32905 | | | | Exec, Vice Pres. of Operations X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | | Tab | le I - Non-Deriva | tive Securities I | Beneficially Ow | ned | |
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| Common Stock | | 1 | ,298 | | l ; | See footnote (1) | | |
| Reminder: Report on a separate line for each class of Persons who respon a currently valid OMI | d to the collec | tion of inform | ation contained | | | | SEC 1473 (7-02 splays | |
| Title of Derivative Security (Instr. 4) | 2. Date Exe Expiration I (Month/Day/Ye | | | Amount of Securities 4. Conver. Exercise F Derivative | | 5. Ownership Form of Derivative Security: Direct (D) | • | |
| | Date Exercisable | Expiration Date | Title | Amount or Number o Shares | f | or Indirect (I) (Instr. 5) | | |
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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|--|--------------------------------|-------|--|
| Reporting Owner Name / Address | | | | Other | |
| Cook Harold B 810 KNECHT ROAD NE PALM BAY, FL 32905 | | | Exec, Vice Pres. of Operations | | |

Signatures

| /s/ Harold B. Cook | 03/30/2006 |
|--------------------------------|------------|
| -Signature of Reporting Person | Date |

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