

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## RELM WIRELESS CORP

**Form: 3**

**Date Filed: 2006-03-30**

Corporate Issuer CIK: 2186

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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)

1. Name and Address of Reporting Person <b>Cook Harold B</b>  (Last) (First) (Middle) <b>810 KNECHT ROAD NE</b>  (Street) <b>PALM BAY, FL 32905</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>02/23/2006</b>	3. Issuer Name and Ticker or Trading Symbol <b>RELM WIRELESS CORP [(RWC)]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Exec, Vice Pres. of Operations</b>	5. If Amendment, Date Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Common Stock	16,500	D	
Common Stock	1,298	I	See footnote (1)

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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	<a href="#">(2)</a>	01/03/2010	Common Stock	20,000	\$ 2.875	D	
Employee Stock Option (right to buy)	<a href="#">(3)</a>	11/18/2010	Common Stock	22,000	\$ 1	D	
Employee Stock Option (right to buy)	<a href="#">(4)</a>	01/25/2012	Common Stock	20,000	\$ 1.1	D	
Employee Stock Option (right to buy)	<a href="#">(5)</a>	02/10/2014	Common Stock	5,000	\$ 2.05	D	
Employee Stock Option (right to buy)	<a href="#">(6)</a>	05/05/2014	Common Stock	20,000	\$ 2.35	D	
Employee Stock Option (right to buy)	<a href="#">(7)</a>	02/22/2015	Common Stock	10,000	\$ 2.1	D	
Employee Stock Option (right to buy)	<a href="#">(8)</a>	10/27/2015	Common Stock	15,000	\$ 4.5	D	
Employee Stock Option (right to buy)	<a href="#">(9)</a>	02/22/2016	Common Stock	25,000	\$ 11.4	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	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
<small>Signature of Reporting Person</small>	<small>Date</small>

**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.
- (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.
- (8) The options vested 100% on October 28, 2005.

(9) 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.

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