

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

RELM WIRELESS CORP

Form: 4

Date Filed: 2004-05-28

Corporate Issuer CIK: 2186

FORM 4

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person CORPORATE OPPORTUNITIES FUND INSTITUTIONAL LP <small>(Last) (First) (Middle)</small> 126 EAST 56TH STREET, 24TH FLOOR <small>(Street)</small> NEW YORK, NY 10022 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol RELM WIRELESS CORP [RELM]		5. Relationship of Reporting Person(s) to Issuer <small>(Check all applicable)</small> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/> See General Remarks				
3. Date of Earliest Transaction (Month/Day/Year) 05/25/2004		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>				
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)
			Code	V				
Common Stock	05/25/2004		X		937,222 A	\$ 1.05	2,288,138	D (1)
Common Stock	05/25/2004		X		173,888 A	\$ 1.05	425,925	D (2)

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)

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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Common Stock Warrants (right to buy)	\$ 1.05	05/24/2004		X		937,222	05/30/2004 (3)	05/30/2004	Common Stock	937,222	\$ 0	0	D (1)	
Common Stock Warrants (right to buy)	\$ 1.05	05/24/2004		X		173,888	05/30/2004 (3)	05/30/2004	Common Stock	137,888	\$ 0	0	D (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORPORATE OPPORTUNITIES FUND INSTITUTIONAL LP 126 EAST 56TH STREET, 24TH FLOOR NEW YORK, NY 10022		X		See General Remarks
CORPORATE OPPORTUNITIES FUND LP 126 EAST 56TH STREET, 24TH FLOOR NEW YORK, NY 10022		X		
SANDERS MORRIS HARRIS INC/FA 600 TRAVIS, SUITE 3100 HOUSTON, TX 77002				See General Remarks

Signatures

James C. Gale, Manager of SMM Corporate Management, LLC, general partner of Corporate Opportunities Fund (Institutional), L.P. and Corporate Oppotunities Fund, L.P. 05/28/2004
Date
Signature of Reporting Person

James C. Gale, Managing Director of Sanders Morris Harris Inc. 05/28/2004
Date
Signature of Reporting Person

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) These securities are owned directly by Corporate Opportunities Fund (Institutional), L.P. and indirectly by SMM Corporate Management, LLC, the general partner of Corporate Opportunities Fund (Institutional), L.P., James C. Gale, the chief investment officer and manager of SMM Corporate Management, LLC, and Sanders Morris Harris Inc., the general partner of Sanders Morris Harris Inc., L.P.
- (2) These securities are owned directly by Corporate Opportunities Fund, L.P. and indirectly by SMM Corporate Management, LLC, the general partner of Corporate Opportunities Fund, L.P., James C. Gale, the chief investment officer and manager of SMM Corporate Management, LLC, and Sanders Morris Harris Inc., the general partner of Sanders Morris Harris Inc., L.P.
- (3) Immediately

Remarks:
This is a joint filing by Corporate Opportunities Fund (Institutional), L.P., Corporate Oppotunities Fund, L.P., SMM Corporate Management, LLC, Sanders Morris Harris Inc., and James C. Gale. Corporate Opportunities Fund (Institutional), L.P. is the designated reporting owner.
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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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)	
			Code	V	Amount	(A) or (D)	Price				
Common Stock	05/25/2004		X		937,222	A	\$ 1.05	2,288,138	D	(1)	
Common Stock	05/25/2004		X		173,888	A	\$ 1.05	425,925	D	(2)	

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Warrants (right to buy)	\$ 1.05	05/24/2004		X		937,222		05/30/2004(3)	05/30/2004	Common Stock 937,222	\$ 0	0	D	(1)
Common Stock Warrants (right to buy)	\$ 1.05	05/24/2004		X		173,888		05/30/2004(3)	05/30/2004	Common Stock 137,888	\$ 0	0	D	(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORPORATE OPPORTUNITIES FUND INSTITUTIONAL LP 126 EAST 56TH STREET, 24TH FLOOR NEW YORK, NY 10022		X		See General Remarks
CORPORATE OPPORTUNITIES FUND LP 126 EAST 56TH STREET, 24TH FLOOR NEW YORK, NY 10022		X		
SANDERS MORRIS HARRIS INC/FA 600 TRAVIS, SUITE 3100 HOUSTON, TX 77002				See General Remarks

Signatures

James C. Gale, Manager of SMM Corporate Management, LLC, general partner of Corporate Opportunities Fund (Institutional), L.P. and Corporate Oppotunities Fund, L.P.	05/28/2004 <small>Date</small>
<small>Signature of Reporting Person</small>	
James C. Gale, Managing Director of Sanders Morris Harris Inc.	05/28/2004 <small>Date</small>
<small>Signature of Reporting Person</small>	

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- (2) These securities are owned directly by Corporate Opportunities Fund, L.P. and indirectly by SMM Corporate Management, LLC, the general partner of Corporate Opportunities Fund, L.P., James C. Gale, the chief investment officer and manager of SMM Corporate Management, LLC, and Sanders Morris Harris Inc., the general partner of Sanders Morris Harris Inc., the general partner of Corporate Opportunities Fund (Institutional), L.P.
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