

# **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

# **RELM WIRELESS CORP**

Form: 4

Date Filed: 2004-05-28

Corporate Issuer CIK: 2186

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### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB Number: Estimated average burden hours per response...

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

may continue. See instituction 1(b).	Filed pursuant to Section	16(a) of the	Securities Exchange	e Act of 1934 or S	ection	30(h) of the li	nvestment (	Company	Act of 1940		
(Print or Type Responses)											
Name and Address of Reporting Person     CORPORATE OPPORTUNITIES FUND INSTITUTIONAL	LP		ame <b>and</b> Ticker or Trading					5. I	Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner		
(Last) (First) 126 EAST 56TH STREET, 24TH FLOOR	(Middle)	3. Date of Ea 05/25/2004	arliest Transaction (Month/	(Day/Year)					Officer (give title below)  See General Remarks		
(Street) NEW YORK, NY 10022		4. If Amendm	nent, Date Original Filedwo	onth/Day/Year)					ndividual or Joint/Group Filing/Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State)	(Zip)				Tal	ole I - Non-Deriv	ative Securiti	es Acquired	, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transai (Month/Da			Transaction Code (Instr. 8)	4. Securities Ac (D) (Instr. 3, 4 and		Disposed of	<ol> <li>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</li> </ol>	Ownership of I Form: Ber	Beneficial	
				Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	05/25/20	004		Х		937,222	A	\$ 1.05	2,288,138	D (1)	
Common Stock	05/25/20	004		Х		173,888	A	\$ 1.05	425,925	D (2)	
Reminder: Report on a separate line for each class of securities beneficia	ally owned directly or indirectly.					respond to the			contained in this form are not required to respond unless the form	SEC	1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
(Instr. 3)		Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Acquired (A) or Disposed of (D)		Acquired (A) or Disposed of (D) Expiration Date		Expiration Date (Instr. 3 and 4) (Month/Day/Year)		Derivative Security	Securities	Ownership Form of	11. Nature of Indirect Beneficial
				Code	٧	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	Owned Following	Security: Direct (D) or Indirect	
Common Stock Warrants (right to buy)	\$ 1.05	05/24/2004		Х			937,222	05/30/2004 <sup>(3)</sup>	05/30/2004	Common Stock	937,222	\$0	0	D (1)	
Common Stock Warrants (right to buy)	\$ 1.05	05/24/2004		Х			173,888	05/30/2004 <sup>(3)</sup>	05/30/2004	Common Stock	137,888	\$0	0	D (2)	

#### **Reporting Owners**

Reporting Owner Name / Address			Relation	ships
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
CORPORATE OPPORTUNITIES FUND INSTITUTIONAL LP 126 EAST 56TH STREET, 24TH FLOOR NEW YORK, NY 10022		х		See General Remarks
CORPORATE OPPORTUNITIES FUND LP 126 EAST 56TH STREET, 24TH FLOOR NEW YORK, NY 10022		х		
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						
—Signature of Reporting Person								
James C. Gale, Managing Director of Sanders Morris Harris Inc.		05/28/2004						
-Signature of Reporting Person		Date						

#### **Explanation of Responses:**

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

- Intertitional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

  Therefore 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., ames C. Gale, the chief investment officer and manager of SMM Corporate Management, LLC, and Sand (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 Sand (3) Immediately

#### Remarks:

This is a joint filing by Corporate Opportunities Fund (Institutional), L.P., Corporate Opportunities Fund (Institutional), L.P., SMM Corporate Management, LLC, Sanders Morris Harris Inc., and James C. Gale. Corporate Opportunities Fund (Institutional), L.P., is the designated

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

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

2. Issuer Na											
RELM WIF	ame <b>and</b> Ticker or Trading RELESS CORP [REL					5.	Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  X 10% Owner				
		Day/Year)				Officer (give title below)  See General Remarks					
(Street) 4. If Amendment, Date Original Filed(Month/Cay/Year) NEW YORK, NY 10022							Form filed by One Reporting Person				
			Tab	le I - Non-Deriva	ative Securitie	es Acquire	d, Disposed of, or Beneficially Owned				
				(D)		isposed of	Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D)	Beneficial Ownership		
		Code	V	Amount	(A) or (D)	Price		(Instr. 4)			
5/25/2004		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)			
ectly.							contained in this form are not required to respond unless the form	SEC	1474 (9-02)		
	3. Date of Ea 05/25/200 4. If Amendra Transaction Date fonth/Day/Year)	3. Date of Earliest Transaction (Month) 05/25/2004 4. If Amendment, Date Original Filedy.  Transaction Date Date, if any (Month/Day/Year)  5/25/2004	4. If Amendment, Date Original FiledMemn-Day/Year)  Transaction Date Date, if any (Month/Day/Year)  (Month/Day/Year)  Code  5/25/2004  X  X  Perso	3. Date of Earliest Transaction (Month/Day/Year) 05/25/2004 4. If Amendment, Date Original FiledMoxeh/Day/Year)  Transaction Date Month/Day/Year)  2A. Deemed Evecution Date, (Instr. 8)  Code V  5/25/2004 X  Persons who	3. Date of Earliest Transaction (Month/Day/Year) 05/25/2004  4. If Amendment, Date Original FiledMonth/Day/Year)  Transaction Date Onth/Day/Year)  2A. Deemed Execution Date (Instr. 8)  (Instr. 8)  Code V Amount  Table I - Non-Derivi (Instr. 8)  Code V Amount  5/25/2004  X 937,222  5/25/2004  X 173,888  ectly.  Persons who respond to the	3. Date of Earliest Transaction (Month/Day/Year)	3. Date of Earliest Transaction (Month/Day/Year)   05/25/2004   4. If Amendment, Date Original FiledMonth/Day/Year)   6.	3. Date of Earliest Transaction (Month/Day/Year)  5/25/2004  4. If Amendment, Date Original Fleeducen-Day/vax)  Table 1 - Non-Derivative Securities Acquired, Disposed of (Instr. 8)  Code  V Amount (A) or (D) Price  Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Code  V Amount (A) or (D) Price  Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	3. Date of Earliest Transaction (Month/Day/Year)  See General Remarks  A. If Amendment, Date Original Filedwork/Day/Year)  Table 1- Non-Derivative Securities Acquired (A) or Disposed of Instr. 8)  (Instr. 8)  (Instr. 3, 4 and 5)  Table 1- Non-Derivative Securities Acquired (A) or Disposed of Instr. 3 and 4)  Transaction Date (Instr. 8)  (Instr. 3, 4 and 5)  Code  V. Amount (A) or (D) Price  Code  V. Amount (A) or (D) Price  See General Remarks  S		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	Table II Schraufe desarrated Adquired, Supposed St, or Schraufe and St. Sc														
					( <i>e.g.</i> , p	uts, calls,	warrants, options, convertib	le securities)							
(Instr. 3)		(Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Acquired (A) or Disposed of (D)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative		Ownership	11. Nature of Indirect Beneficial
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Owned	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	
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CORPORATE OPPORTUNITIES FUND LP 126 EAST 56TH STREET, 24TH FLOOR NEW YORK, NY 10022		х		
SANDERS MORRIS HARRIS INC/FA 600 TRAVIS, SUITE 3100 HOUSTON, TX 77002				See General Remarks

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

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Remarks:

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