

ST CLOUD CAPITAL LLC
 Form 4
 November 23, 2004

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 *
 ST CLOUD CAPITAL PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol
 PROLONG INTERNATIONAL CORP [PRL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 10866 WILSHIRE BOULEVARD, SUITE 1450
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/22/2004

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

LOS ANGELES, CA 90024

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 11/22/2004 | | S | 39,000 | D | \$ 0.29 | 58,100 D ⁽¹⁾ |
| Common Stock | 11/22/2004 | | S | 30,000 | D | \$ 0.28 | 28,100 D ⁽¹⁾ |

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

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SEC 1474 (9-02)

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ST CLOUD CAPITAL PARTNERS LP 10866 WILSHIRE BOULEVARD SUITE 1450 LOS ANGELES, CA 90024 | | X | | |
| FITCHEY CARY 10866 WILSHIRE BLVD SUITE 1450 LOS ANGELES, CA 90024 | X | X | | |
| GELLER MARSHALL S 10866 WILSHIRE BOULEVARD SUITE 1450 LOS ANGELES, CA 90024 | | X | | |
| ST CLOUD CAPITAL LLC 10866 WILSHIRE BOULEVARD SUITE 1450 LOS ANGELES, CA 90024 | | X | | |
| SCGP LLC 10866 WILSHIRE BOULEVARD SUITE 1450 LOS ANGELES, CA 90024 | | X | | |

Signatures

/s/ Michael Hedge, Attorney-in-Fact for Reporting Persons

11/23/2004

__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) These securities are beneficially owned directly by St. Cloud Capital Partners, LP ("St. Cloud Partners"). In addition, these securities may be deemed to be beneficially owned indirectly (i) by SCGP, LLC as the general partner of St. Cloud Partners, (ii) by St. Cloud Capital, LLC as provider of management services to St. Cloud Partners and investment advice to SCGP, LLC, (iii) by Marshall S. Geller as senior manager of SCGP, LLC and (iv) by Cary Fitchey as senior manager of SCGP, LLC. This report shall not be deemed an admission of any of the entities or individuals listed in (i)-(iv) of the previous sentence that they are the beneficial owners of the securities for purposes of Section 16 or for any other purpose.

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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