

Halo Technology Holdings, Inc.  
 Form 4  
 August 15, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Howitt David Marc

2. Issuer Name and Ticker or Trading Symbol  
 Halo Technology Holdings, Inc.  
 [HALO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2836 SW PERIANDER STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/21/2006

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

PORTLAND, OR 97201

(City) (State) (Zip)

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

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

**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		
common stock	07/21/2006		C	V	423,345	A	\$ 1.25
					423,345	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Convertible Promissory Note	\$ 1.25	07/21/2006		C		529,181		(1)	(2)	warrants to acquire common stock (right to buy)
Convertible Promissory Note	\$ 1.25	07/21/2006		C		529,181		(1)	(2)	common stock
Warrants to acquire common stock (right to buy)	\$ 1.25	07/21/2006		C	317,510			(5)	07/21/2011	common stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howitt David Marc 2836 SW PERIANDER STREET PORTLAND, OR 97201		X		

## Signatures

Ernest C Mysogland as  
Attorney-in-fact  
Date: 08/15/2006

\_\_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).
- mandatory convertible with no action on the part of the holder 60 days after issuance to the extent that such conversion would not cause
- (1) the holder to beneficially own more than 9.99% of the total issued and outstanding shares of common stock. The Note was converted through no action on the part of the holder on July 21, 2006.
  - (2) The principal amount of the Note, together with accrued interest, became due and payable on demand by the holder sixty (60) days after the date of the Notes (the "Original Maturity Date"), because the Note was not converted prior to that date.
  - (3) The convertible promissory note was automatically convertible into (i) such number of fully paid and non-assessable shares of common stock equal to the aggregate principal amount due under the Note plus the amount of all accrued but unpaid interest on the Note divided

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by \$1.25 and (ii) warrants to purchase a number of shares of common stock equal to 75% of such number of shares of common stock issued to the holder. The exact number of shares and warrants into which the Note was convertible was not known at the time of issuance because the amount of interest that would accrue prior to the date of conversion was not known.

(4) Received upon conversion of convertible promissory note.

(5) Immediate

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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