

MARX RANDALL P

Form 4

January 03, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARX RANDALL P

2. Issuer Name **and** Ticker or Trading
Symbol
ARC WIRELESS SOLUTIONS INC
[ARCS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1207 ST. ANDREWS
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO, President & Secretary

EDMOND, OK 73003

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

(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)
Common Stock	12/31/2006	12/31/2006	G	(A) or (D) 200,000 (1)	\$ 0.1	8,289,767	D
Common Stock					28,493	I	By LLC (2)
Common Stock					40,000	I	By Spouse's IRA

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. P	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option: Right to Buy	\$ 0.18							01/02/2003	01/02/2007	Common Stock	500,000
Option: Right to Buy	\$ 0.18							12/31/2003	01/02/2007	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARX RANDALL P 1207 ST. ANDREWS EDMOND, OK 73003	X		CEO, President & Secretary	

Signatures

/s/ Randall P.
Marx
01/03/2007

__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) Represents shares transferred to the Harold and Theora Marx Living Trust, of which Mr. Marx's father is trustee. Mr. Marx disclaims beneficial ownership of the shares in this trust.

These shares are held by a limited liability company (the "LLC"). The Reporting Person owns 50 percent of the outstanding equity interests in the LLC and is the manager of the LLC. The Reporting Person and one other person are the only members of the LLC.

- (2) Securities held by the LLC may not be disposed of without the consent of both members. Based on the Reporting Person's ownership in the LLC, the number of shares shown in the table represents 50 percent of the shares owned by the LLC.

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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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