

GRUVERMAN IRWIN J/
Form 4/A
December 22, 2005

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 *
GRUVERMAN IRWIN J/

2. Issuer Name and Ticker or Trading Symbol
MFIC CORP [MFIC.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 OSSIPPEE ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2004

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

NEWTON, MA 02464

4. If Amendment, Date Original Filed (Month/Day/Year)
04/07/2004

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	04/07/2004		M		56,250	A	\$ 0.7562	1,496,055 ⁽¹⁾ D
Common Stock	04/07/2004		M		23,750	A	\$ 0.561	1,519,805 ⁽¹⁾ D
Common Stock	04/07/2004		M		40,000	A	\$ 0.36	1,559,805 ⁽¹⁾ D
Common Stock	04/07/2004		J ⁽²⁾		0	A	\$ 0	100,000 I

By Spouse

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.7562	04/07/2004		M	56,250	<u>(3)</u> 01/03/2006	Common Stock	56,250
Stock Option (Right to Buy)	\$ 0.561	04/07/2004		M	23,750	<u>(4)</u> 01/02/2007	Common Stock	23,750
Stock Option (Right to Buy)	\$ 0.36	04/07/2004		M	40,000	<u>(5)</u> 01/03/2005	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRUVERMAN IRWIN J/ 30 OSSIPPEE ROAD NEWTON, MA 02464	X	X	CEO	

Signatures

Irwin J.
Gruverman 12/22/2005

**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) Number of securities beneficially owned as of the transaction date of 4/7/04.
- (2) No reportable transactions have occurred in connection with the indirect holdings. The transaction code, acquisition code and price are included only because information is required to be entered in those columns.
- (3) Option to purchase 75,000 shares of common stock granted 1/2/2001; 25% exercisable on each of the first four anniversaries of the date of grant.
- (4) Option to purchase 150,000 shares of common stock granted 1/2/2002; 25% exercisable on each of the first four anniversaries of the date of grant.
- (5) Option to purchase 40,000 shares of common stock granted 1/3/2000; 25% exercisable on each of the first four anniversaries of the date of grant.

Remarks:

This Form 4/A amends the Forms 4 filed by Mr. Gruverman on March 29, 2004 and April 7, 2004 (the "Original Forms 4"). T

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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