#### **BRESEMANN DAVID P**

Form 4

December 21, 2005

# FORM 4

Check this box

if no longer

subject to

Section 16.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** BRESEMANN DAVID P			suer Name and Ticker or Trading ol CON LABORATORIES INC AB]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 4635 BOS	(First) (	(Mont	te of Earliest Transaction th/Day/Year) 9/2005	Director 10% Owner Officer (give title Other (specify below) Vice President		
AUSTIN,	(Street)  TX 78735		Amendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) T	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, i any (Month/Day/Yea	Code (Instr. 3, 4 and 5)	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		
Common Stock, \$0.0001 par value	12/19/2005		A 14,451 A \$ 0.00	29.837 D		

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Al Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 36.81	12/19/2005		A	11,127	12/19/2006(2)	12/19/2015	Common Stock, \$0.0001 par value

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BRESEMANN DAVID P						
4635 BOSTON LANE			Vice President			
AUSTIN, TX 78735						

## **Signatures**

Bruce A. Maurer, Power of Attorney for David P.

Bresemann

12/21/2005

\*\*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).
- Reflects the grant of restricted stock units that will entitle the Reporting Person to receive one share of common stock per restricted stock (1) unit. The restricted stock units vest at the rate of 20% per year on each anniversary date after December 19, 2005 and will be settled pursuant to the terms of the Issuer's 2000 Stock Incentive Plan.
- Option vests and becomes exercisable with respect to (i) twenty percent (20%) of the option shares upon optionee's completion of one year of service measured from the grant date and (ii) the balance of the option shares in a series of forty-eight (48) successive monthly installments over the forty-eight (48) month period measured from the first year anniversary of the grant date.
- (3) Not applicable per instruction 4(c)(iii).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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