SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* Whent Robert | 2. Date of Event Requiring Statem (Month/Day/Year 02/21/2008 | nent 🚺 | 3. Issuer Name and Ticker or Trading Symbol <u>WIRELESS RONIN TECHNOLOGIES INC</u> [RNIN] | | | | | |
|--|---|--|---|--|---|------------------------------------|--|--|
| (Last) (First) (Middle) 4510 RHODES DRIVE, UNIT 800 | | | 4. Relationship of Reporting Pe (Check all applicable) Director | | 10% Owner | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | |
| (Street) WINDSOR A6 N8W5C2 | | | Х | Officer (give title below) President, WRT (C | Other (spe below) Canada) | | plicable Line) X Form filed b | t/Group Filing (Check by One Reporting Person by More than One Verson |
| (City) (State) (Zip) | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | | nt of Securities ally Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| Common Stock | | | | 25,000 | D | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | Expiration Da | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | tle and Amount of Securi erlying Derivative Securit | | 4. Conversio or Exercis | Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Explanation of Responses: | Date Exercisable | Expiration Date | Title | | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | |

/s/ John A. Witham, attorneyin-fact

02/27/2008

** Signature of Reporting Person Date

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

 \ast If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Jeffrey C. Mack and John A. Witham, or either of them, the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or 10% beneficial owner of Wireless Ronin Technologies, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the forgoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 26th day of February, 2008.

/s/ Robert Whent