SEC Form 4

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FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB Number:	3235-0287					
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1. Name and Addres SHOCKLEY	1 0		2. Issuer Name and Ticker or Trading Symbol WIRELESS RONIN TECHNOLOGIES		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>SHOCKLEI</u>	DREII A	•	INC [RNIN]	X	Director	10% Owner				
				_	Officer (give title below)	Other (specify below)				
(Last) 14700 MARTIN	(First) DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2007		belowy	Delow)				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filir	ng (Check Applicable				
EDEN PRAIRIE	MN	55344		X	Form filed by One Re	porting Person				
(City)	(State)	(Zip)	-		Form filed by More the Person	an One Reporting				
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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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. Transa Code (8)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ive ies ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		e of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy) ⁽¹⁾	\$4	02/02/2007		A		40,000		(2)	02/27/2011	Common Stock	40,000	\$0	40,000	D	

Explanation of Responses:

1. Granted under the Company's 2006 Non-Employee Director Stock Option Plan, which was approved by the Company's shareholders on February 2, 2007, pursuant to the requirements of Rule 16b-3.

2. This option vests to the extent of 10,000 shares on February 2, 2007, and 10,000 shares upon the reporting person's reelection to the board each year thereafter.

/s/ John A. With	<u>am, Attorney</u>	- 02/06/2007
<u>in-fact</u>		02/00/2007

** Signature of Reporting Person Date

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

* 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).

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.