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* Anderson Brian S	2. Date of Even Requiring State (Month/Day/Yea 12/04/2006	ment	3. Issuer Name and Ticker or Trading Symbol <u>WIRELESS RONIN TECHNOLOGIES INC</u> [RNIN]				
(Last) (First) (Middle) 14700 MARTIN DRIVE			4. Relationship of Reporting Perso (Check all applicable) Director	10% Owne	er (Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)	
(Street) EDEN MN 55344 PRAIRIE			X Officer (give title below) VP, Controll	Other (spe below) er	App	licable Line) K Form filed b	/Group Filing (Check y One Reporting Person y More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock			6,000 ⁽¹⁾	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exer Expiration D (Month/Day/	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr		4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	(2)	12/11/2012	Common Stock	25,000	6.25	D	

Explanation of Responses:

1. Represents shares of common stock underlying 6,000 Restricted Stock Units, each unit of which shall be converted to common stock on a one-for-one ratio on January 1, 2008, subject to the reporting person being employed by the Company on such date.

2. Such option vested as to 6,250 shares on December 11, 2006, with the remainder vesting at the rate of 6,250 shares on the first, second and third anniversaries of such date.

/s/ John A. Witham, Attorney-

<u>in-Fact</u>

12/14/2006

** 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 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 $_$ day of October, 2006.

/s/ Brian S. Anderson