

SEYMOUR STEPHEN  
Form 5  
February 03, 2006

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
SEYMOUR STEPHEN

2. Issuer Name and Ticker or Trading Symbol  
NORD RESOURCES CORP  
[NRDS.PK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2005

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

2201 OLD COURT RD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BALTIMORE, MD 21208

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Shares of Common Stock	Â	Â	3 <sup>(1)</sup>	Â	Â	D	Â
Shares of Common Stock	06/21/2005	Â	J4 <sup>(2)(3)</sup>	50,000	A \$ <sup>(3)</sup> 1,971,357	D	Â
Shares of Common Stock	06/29/2005	Â	J4 <sup>(2)(3)</sup>	50,000	A \$ <sup>(3)</sup> 2,021,357	D	Â

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Shares of Common Stock	07/08/2005	Â	J4 <sup>(2)(3)</sup>	450,000	A	\$ <sup>(3)</sup>	2,471,357	D	Â
Shares of Common Stock	08/01/2005	Â	J4 <sup>(2)(3)</sup>	200,000	A	\$ <sup>(3)</sup>	2,671,357	D	Â
Shares of Common Stock	09/22/2005	Â	J4 <sup>(2)(3)</sup>	100,000	A	\$ <sup>(3)</sup>	2,771,357	D	Â
Shares of Common Stock	10/05/2005	Â	J4 <sup>(2)(3)</sup>	20,000	A	\$ <sup>(3)</sup>	2,781,357	D	Â
Shares of Common Stock	10/11/2005	Â	J4 <sup>(2)(3)</sup>	30,000	A	\$ <sup>(3)</sup>	2,821,357	D	Â
Shares of Common Stock	10/20/2005	Â	J4 <sup>(2)(3)</sup>	230,000	A	\$ <sup>(3)</sup>	3,051,357	D	Â

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

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(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 Security (Instr. 3 and 4)	Amount of Underlying Security
					(A)	(D)	Date Exercisable	Expiration Date		
Incentive stock options	\$ 0.02	Â	Â	3 <sup>(1)(4)</sup>	Â	Â	10/20/2003	10/20/2008	Common shares	250,000
Share purchase warrants	\$ 0.25	06/21/2005	Â	J4 <sup>(2)(3)</sup>	50,000	Â	06/21/2005	06/21/2008	Common shares	50,000
Share purchase warrants	\$ 0.25	06/29/2005	Â	J4 <sup>(2)(3)</sup>	50,000	Â	06/29/2005	06/29/2008	Common shares	50,000
Share purchase warrants	\$ 0.25	07/08/2005	Â	J4 <sup>(2)(3)</sup>	450,000	Â	07/08/2005	07/08/2008	Common shares	450,000

Share purchase warrants	\$ 0.25	08/01/2005	Â	J4 <u>(2)(3)</u>	200,000	Â	08/01/2005	08/01/2008	Common shares	200
Share purchase warrants	\$ 0.25	09/22/2005	Â	J4 <u>(2)(3)</u>	100,000	Â	09/22/2005	09/22/2008	Common shares	100
Share purchase warrants	\$ 0.25	10/05/2005	Â	J4 <u>(2)(3)</u>	20,000	Â	10/05/2005	10/05/2008	Common shares	20
Share purchase warrants	\$ 0.25	10/11/2005	Â	J4 <u>(2)(3)</u>	30,000	Â	10/11/2005	10/11/2008	Common shares	30
Share purchase warrants	\$ 0.25	10/20/2005	Â	J4 <u>(2)(3)</u>	230,000	Â	10/20/2005	10/20/2008	Common shares	230

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEYMOUR STEPHEN 2201 OLD COURT RD BALTIMORE, MD 21208	Â X	Â	Â	Â

## Signatures

Stephen D. Seymour  
02/02/2006

\_\_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).
- The reporting Person acquired these shares over time as an investor in the Issuer. These shares were acquired as to 1,895,000 under a private placement of units at a price of \$0.16 per unit. The warrants forming part of the units expired unexercised. 1,575,000 of these
- (1) shares are held by the Reporting Person as co-trustee of a trust. 320,000 shares are held by the Reporting Person in joint tenancy with his wife. On October 15, 2003, the Reporting Person was appointed as a director of the Issuer. The reporting of these transactions on Form 3 was not "timely filed" due to an administrative oversight.
  - (2) The reporting of these transactions on Form 4 were not "timely filed" due to an administrative oversight.
  - (3) These securities were issued to the Reporting Person in consideration of the Reporting Person, together with Ronald Hirsch, a director and officer of the Issuer, entering into a revolving line of credit agreement with the Issuer, in connection with which the Reporting Person is entitled to receive four common shares and four share purchase warrants for every dollar drawn down under the line of credit.
  - (4) The options were granted to the Reporting Person in connection with his becoming a director of the Issuer. They are exercisable at \$0.02 until October 20, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.