

STILLWATER LLC

Form 4

January 18, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
STILLWATER LLC

(Last) (First) (Middle)

15 EAST 62ND STREET

(Street)

NEW YORK, NY 10021

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EMAGIN CORP [EMA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/13/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/05/2005		X		1,276,356	A	\$ 0.5469
Common Stock	12/30/2004		G	V	91,320	D	\$ 0
Common Stock							1,646,054
							I

By Rainbow
Gate
Corporation
(1)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Purchase Warrants (right to buy)	\$ 0.5469	01/13/2005		X	1,276,356	01/14/2004	01/14/2005	Common Stock	1,276,356
Stock Purchase Warrants (right to buy)	(3)					(3)	(3)	Common Stock	3,350,000
Stock Purchase Warrants (right to buy)	(4)					(4)	(4)	Common Stock	300,000
Stock Purchase Warrants (right to buy)	(5)					(5)	(5)	Common Stock	776,000
Stock Purchase Warrants (right to buy)	(6)					(6)	(6)	Common Stock	517,000
Stock Purchase Warrants (right to buy)	(7)					(7)	(7)	Common Stock	289,000
Stock Purchase Warrants (right to	(8)					(8)	(8)	Common Stock	297,000

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STILLWATER LLC 15 EAST 62ND STREET NEW YORK, NY 10021	X

Signatures

/s/ Mortimer D.A.
Sackler

01/17/2005

 **Signature of Reporting Date
 Person

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).
- These securities are owned solely by Rainbow Gate Corporation. The sole member of Stillwater LLC is the investment manager of
- (1) Rainbow Gate Corporation, and this report shall not be deemed an admission that Stillwater LLC is the beneficial owner of these securities except to the extent of its pecuniary interest therein.
- The Stock Purchase Warrants were acquired on January 14, 2002 as part of the amendment and waiver to the \$200,000 9% Secured
- (2) Convertible Note that was originally issued in a private placement by the Issuer on November 27, 2001 and the \$1,000,000 9% Secured Convertible Note that was issued in a private placement by the Issuer on January 14, 2002.
- The warrants to purchase Issuer's Common Stock have an exercise price of \$0.8110 per share, are exercisable immediately, and have an expiration date of April 25, 2006.
- (3) The warrants to purchase Issuer's Common Stock have an exercise price of \$0.4257 per share and have an expiration date of June 20, 2007, however, they may not be exercised by the Reporting Person so long as the Reporting Person is the beneficial owner, directly or indirectly, of more than ten percent (10%) of the Common Stock for purposes of Section 16 of the Securities Exchange Act of 1934.
- The warrants to purchase Issuer's Common Stock have an exercise price of \$2.76 per share, are exercisable immediately, and will expire on December 31, 2005.
- (5) The warrants to purchase Issuer's Common Stock have an exercise price of \$2.76 per share, are exercisable immediately, and will expire on June 10, 2008.
- The warrants to purchase Issuer's Common Stock have an exercise price of \$0.7542 per share, are exercisable immediately, and have an expiration date of February 28, 2005.
- (7) The warrants to purchase Issuer's Common Stock have an exercise price of \$1.21 per share, are exercisable beginning on April 25, 2005 and will expire on April 25, 2010.

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.