

IMAGE TECHNOLOGY LABORATORIES INC
 Form 4
 April 14, 2005

FORM 4

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 EDWARDS LEWIS M

2. Issuer Name and Ticker or Trading Symbol
 IMAGE TECHNOLOGY LABORATORIES INC [IMTL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Technology Officer

(Last) (First) (Middle)
 C/O IMAGE TECHNOLOGY LABORATORIES INC, 602 ENTERPRISE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2005

KINGSTON, NY 12401
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount or Price (A) or (D) | | |
| Common Stock ⁽¹⁾ | 04/07/2005 | | | P | 250,000 A \$ 0.2 | D | |
| Preferred Stock | | | | | 500,000 | D | |

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

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Options | \$ 0.22 | 04/01/2005 | | A | 800,000 | (2) 04/01/2015 | Common Stock 800,000 |
| Options | \$ 0.33 | | | | | (3) 01/01/2010 | Common Stock 1,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EDWARDS LEWIS M C/O IMAGE TECHNOLOGY LABORATORIES INC 602 ENTERPRISE DRIVE KINGSTON, NY 12401 | X | X | Chief Technology Officer | |

Signatures

Lewis M. Edwards 04/14/2005

**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).
- (1) Cash purchase of restricted common stock issued by Company in private placement
- (2) 200,000 are exercisable as of January 1, 2006 200,000 are exercisable as of January 1, 2007 200,000 are exercisable as of January 1, 2008 200,000 are exercisable as of January 1, 2009
- (3) 200,000 are exercisable as of January 1, 2001 200,000 are exercisable as of January 1, 2002 200,000 are exercisable as of January 1, 2003 200,000 are exercisable as of January 1, 2004 200,000 are exercisable as of January 1, 2005

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.