LOEWENBAUM G WALTER II

Form 4 June 09, 2006

FORM 4

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

OMB Number:

3235-0287

2005

Check this box

January 31, Expires:

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

> 10% Owner _ Other (specify

OMB APPROVAL

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LOEWENBAUM G WALTER II

2. Issuer Name and Ticker or Trading Symbol

3D SYSTEMS CORP [TDSC]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year) 06/08/2006

C/O 3D SYSTEMS CORPORATION, 26081 AVENUE

(Street)

(State)

HALL

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

_X__ Director

Officer (give title

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

VALENCIA, CA 91355

(City)	(State)	Tabl	e I - Non-I	Derivative Se	ecuriti	ies Acq	uired, Disposed o	of, or Beneficia	lly 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. Securitie on(A) or Disp (Instr. 3, 4 a	osed c	of (D)	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)
Common Stock	06/08/2006		С	210,186	A	<u>(1)</u>	726,252	D	
Common Stock							356,138	I	See Footnotes

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)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
			Code V		Date Exercisable	Expiration Date	Title	Amor Numl Share
Series B Convertible Preferred Stock	(1)	06/08/2006	C	208,334	05/05/2003	05/05/2013	Common Stock	210

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LOEWENBAUM G WALTER II C/O 3D SYSTEMS CORPORATION 26081 AVENUE HALL VALENCIA, CA 91355	X					

Signatures

/s/ Robert M. Grace, Jr.,
Attorney-in-fact
06/08/2006

**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).

Series B Convertible Preferred Stock converts into shares of common stock on a one-for-one basis. The Certificate of Designations of the Series B Convertible Preferred Stock provides that, upon optional conversion, accrued but unpaid dividends convert into common stock at

- (1) the initial issuance price of \$6.00 per share, subject to certain anti-dilution adjustments, none of which have occurred. As of June 8, 2006, accrued and unpaid dividends on the Series B Convertible Preferred Stock held by the Reporting Person amounted to 1,852 shares of common stock.
 - Includes (a) 45,371 shares held in the name of Lillian Shaw Loewenbaum, the Reporting Person's wife, (b) 6,181 shares held in the name of The Lillian Shaw Loewenbaum Trust for which the Reporting Person and Mrs. Loewenbaum serve as trustees, (c) 62,719 shares held in the name of The Loewenbaum 1992 Trust for which the Reporting Person and Mrs. Loewenbaum serve as trustees, (d) 151,900 shares held in the name of G. Walter Loewenbaum CGM Profit Sharing Custodian, G. Walter Loewenbaum Trustee, the Reporting Person's
- held in the name of G. Walter Loewenbaum CGM Profit Sharing Custodian, G. Walter Loewenbaum Trustee, the Reporting Person's pension plan, (e) 39,510 shares held in the name of the Anna Willis Loewenbaum 1993 Trust for which the Reporting Person and Mrs. Loewenbaum serve as trustees, (f) 39,510 shares held in the name of the Elizabeth Scott Loewenbaum 1993 Trust for which the Reporting Person and Mrs. Loewenbaum serve as trustees, (g) 10,947 shares held in the name of Wally's Trust u/w/o Joel Simon Loewenbaum for which the Reporting Person serves as trustee.
- (3) The Reporting Person disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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