

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2006-05-08** | Period of Report: **2006-04-28**

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ISSUER

COACTIVE MARKETING GROUP INC

CIK: **886475** | IRS No.: **061340408** | State of Incorporation: **DE** | Fiscal Year End: **0331**
SIC: **9995** Non-operating establishments

Mailing Address

*415 NORTHERN BLVD
GREAT NECK NY 11021-4812*

Business Address

*415 NORTHERN BLVD
GREAT NECK NY 11021-4812
5164654600*

REPORTING OWNER

AMERSHADIAN PAUL A

CIK: **1013213**
Type: **4/A** | Act: **34** | File No.: **000-20394** | Film No.: **06815497**

Mailing Address

*ONE PLAZA RD
GREENVALE NY 11548*

Business Address

*COACTIVE MARKETING
GROUP
415 NORTHERN BLVD
GREAT NECK NY 11021
7322472500*

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 AMERSHADIAN PAUL A			2. Issuer Name and Ticker or Trading Symbol COACTIVE MARKETING GROUP INC [CMKG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title <input type="checkbox"/> Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
39 WING FOOT DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year) 05/03/2006					
(Street) MANALAPAN, NJ 07726								
(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 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	04/28/2006		S		6,100	D	\$1.7	162,096	D	
Common Stock	04/28/2006		S		8,000	D	\$1.71	154,096	D	
Common Stock	04/28/2006		S		2,700	D	\$1.72	151,396	D	
Common Stock	04/28/2006		S		200	D	\$1.74	151,196	D	
Common Stock	05/01/2006		M		17,000	A	\$1.2	168,196	D	
Common Stock	05/01/2006		S		19,226	D	\$1.71	148,970	D	
Common Stock	05/01/2006		S		1,100	D	\$1.72	147,870	D	
Common Stock	05/02/2006		M		20,326	A	\$1.2	168,196	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

										of Shares				
Option (right to buy)	\$1.2	05/01/2006		<u>M</u>		17,000	(1)	05/07/2006	Common Stock	47,326	\$ 0	30,326	D	
Option (right to buy)	\$1.2	05/02/2006		<u>M</u>		20,326	(1)	05/07/2006	Common Stock	47,326	\$ 0	10,000	D	

Explanation of Responses:

1. immediately exercisable.

Signatures

S/Paul A. Amershadian

** Signature of Reporting Person

05/08/2006

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 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).

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.