

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2006-01-05** | Period of Report: **2005-12-21**  
SEC Accession No. **0001111623-06-000002**

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### REPORTING OWNER

#### **BROWN STEPHEN**

CIK: **1111623**

Type: **3** | Act: **34** | File No.: **000-29901** | Film No.: **06511338**

#### Mailing Address

*C/O ENTERTAINMENT BLVD  
INC  
12910 CULVER BLVD SUITE 1  
LOS ANGELES CA 90066*

#### Business Address

*C/O ENTERTAINMENT  
BOULEVARD INC  
12910 CULVER BOULEVARD  
SUITE 1  
LOS ANGELES CA 90066*

### ISSUER

#### **PUBLIC MEDIA WORKS INC**

CIK: **1108730** | IRS No.: **980020849** | Fiscal Year End: **0228**

SIC: **7812** Motion picture & video tape production

#### Mailing Address

*14759 OXNARD STREET  
VAN NUYS CA 91411*

#### Business Address

*14759 OXNARD STREET  
VAN NUYS CA 91411  
323 788-5012*

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF 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 <b>BROWN STEPHEN</b>  (Last) (First) (Middle)  1529 VILLA RICA DRIVE  (Street)  HENDERSON, NV 89052  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/21/2005	3. Issuer Name and Ticker or Trading Symbol <b>PUBLIC MEDIA WORKS INC [PMWI.OB]</b>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO &amp; Interim CFO</b>		5. If Amendment, Date Original Filed (Month/Day/Year)
				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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	10,000,000	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options to purchase Common Stock <sup>(1)</sup>	<sup>(2)</sup> <sup>(3)</sup>	<sup>(2)</sup> <sup>(3)</sup>	Common Stock <sup>(1)</sup>	20,000,000	<sup>(2)</sup> <sup>(3)</sup>	D	

**Explanation of Responses:**

- \$ .0001 par value
- In connection with Mr. Brown's employment with the Company, the Company and Mr. Brown entered into a Stock Option Agreement pursuant to which the Company granted Mr. Brown the option to purchase up to 20,000,000 shares of Company Common Stock as follows: (i) between May 21, 2006 and June 21, 2006, Mr. Brown may purchase up to 5,000,000 shares of Company Common Stock at an exercise price of \$.15 per share, provided the average closing price of the Company Common Stock on the OTC Bulletin Board or a national securities exchange (the "Trading Price") meets or exceeds \$.30 per share for the thirty (30) trading days preceding Mr. Brown's election to exercise the options; (ii) between December 21, 2006 and January 21, 2007, Mr. Brown may purchase up to 5,000,000 shares of Company Common Stock at an exercise price of \$.30 per share, provided the Trading Price meets or exceeds \$.60 per share for the thirty (30) trading days preceding Mr. Brown's election to exercise the options;
- (iii) between May 21, 2007 and June 21, 2007, Mr. Brown may purchase up to 5,000,000 shares of Company Stock at an exercise price of \$.60 per share, provided the Trading Price meets or exceeds \$1.20 per share for the thirty (30) trading days preceding Mr. Brown's election to exercise the options; and (iv) between December 21, 2007 and January 21, 2008, Mr. Brown may purchase up to 5,000,000 shares of Company Common Stock at an exercise price

of \$1.20 per share, provided the Trading Price meets or exceeds \$2.40 per share for the thirty (30) trading days preceding Mr. Brown's election to exercise the options; provided, however, in the event of any termination of Mr. Brown's employment under his employment agreement, all of the options will expire sixty (60) days after such termination.

**Signatures**

Stephen Brown

\*\* Signature of Reporting Person

01/05/2006

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.

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