

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2006-05-08** | Period of Report: **2006-03-31**
SEC Accession No. **0001056550-06-000007**

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FILER

CAMELOT MANAGEMENT CORP

CIK: **1056550** | IRS No.: **061386934** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-06850**

Mailing Address
3 PICKWICK PLAZA
GREENWICH CT 06830

Business Address
3 PICKWICK PLAZA
GREENWICH CT 06830
203863-7400

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2006

Check here if Amendment []; Amendment Number:
This amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: CAMELOT MANAGEMENT INC
Address: 3 Pickwick Plaza
Greenwich, CT 06830

13 File Number: 28-04565

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct, and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form

Person Signing this Report on Behalf of Reporting Manager:

Name: Heidi B. Smith
Title: COO
Phone:
Signature, Place and Date of Signing:

Heidi B. Smith April 20, 2006

Report Type (Check only one.):
[X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 45
Form 13F Information Table Value Total: 149779

<TABLE>	<C>	<C>	FORM 13F INFORMATION TABLE							VOTING AUTHORITY			
			NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE x(\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	OTHER MANAGERS	SOLE	SHARED
D	ACCENTURE LTD	COMMON STOCK	G1150G111	6014	200000	SH		SOLE			200000	0	0
D	ADOBE SYS INC COM	COMMON STOCK	00724F101	874	25000	SH		SOLE			25000	0	0
D	AKAMAI TECH COM STK	COMMON STOCK	00971T101	2467	75000	SH		SOLE			75000	0	0
D	ALTIRIS CORP SHS	COMMON STOCK	02148M100	6348	288400	SH		SOLE			288400	0	0
D	ALTIRIS CORP SHS	OPTIONS - PUTS	99ABWXP1	4402	200000	SH	PUT	SOLE			200000	0	0
D	AMDOCS LTD COM STK	OPTIONS - CALLS	G026020DG	5409	150000	SH	CALL	SOLE			150000	0	0
D	APOLLO GROUP INC CL A COM	OPTIONS - CALLS	990935QK1	5251	100000	SH	CALL	SOLE			100000	0	0
D	AQUANTIVE INC COM	COMMON STOCK	03839G105	800	34000	SH		SOLE			34000	0	0
D	AUDIBLE COM NEW	COMMON STOCK	05069A302	3153	300000	SH		SOLE			300000	0	0
D	BUSINESS OBJECTS S.A. SPONS AD	OPTIONS - PUTS	12328X0PH	1824	50000	SH	PUT	SOLE			50000	0	0
D	CHECKFREE CORP	COMMON STOCK	162813109	5050	100000	SH		SOLE			100000	0	0
D	CHORDIANT SFTWR COM STK	COMMON STOCK	170404107	1571	450000	SH		SOLE			450000	0	0
D	CITRIX SYSTEMS INC COM	COMMON STOCK	177376100	3790	100000	SH		SOLE			100000	0	0
D	COGENT INC	OPTIONS - CALLS	99ABWMSH7	3668	200000	SH	CALL	SOLE			200000	0	0
D	COGNIZANT TECH SOLUT IONS CORP	COMMON STOCK	192446102	2975	50000	SH		SOLE			50000	0	0

D COMPUWARE CORP COM	COMMON STOCK	205638109	2741	350000	SH	SOLE	350000	0	0
D COMVERSE TECHNOLOGY INC USD CO	COMMON STOCK	205862402	3108	132100	SH	SOLE	132100	0	0
D GETTY IMAGES INC COM STK	OPTIONS - PUTS	3742760PO	3744	50000	SH	PUT SOLE	50000	0	0
D GLOBAL PAYMENTS INC COM STK	COMMON STOCK	37940X102	2651	50000	SH	SOLE	50000	0	0
D GSI COMMERCE INC COM	COMMON STOCK	36238G102	1020	60000	SH	SOLE	60000	0	0
D HURRAY HOLDING CO LTD ADR	COMMON STOCK	447773102	3323	381500	SH	SOLE	381500	0	0
D INFOSPACE	COMMON STOCK	45678T201	1747	62500	SH	SOLE	62500	0	0
D INFOSYS TECHNOLOGIES ADR	OPTIONS - PUTS	4567880PN	11679	150000	SH	PUT SOLE	150000	0	0
D MCAFEE INC COM	COMMON STOCK	579064106	3285	135000	SH	SOLE	135000	0	0
D OPENWAVE SYSTEMS INC COM	COMMON STOCK	683718308	5827	270000	SH	SOLE	270000	0	0
D ORACLE CORPORATION U SD.01 COM	OPTIONS - PUTS	68389X0PP	1369	100000	SH	PUT SOLE	100000	0	0
D PACKETEER INC COM STK	COMMON STOCK	695210104	2049	176600	SH	SOLE	176600	0	0
D PATNI COMPUTER SYS SPONS ADR	ADRS STOCKS	703248203	2556	125000	SH	SOLE	125000	0	0
D PAYCHEX INC COM	OPTIONS - PUTS	99ABWVCG6	4166	100000	SH	PUT SOLE	100000	0	0
D PLANETOUT	COMMON STOCK	727058109	1599	157500	SH	SOLE	157500	0	0
D RED HAT INC USD COM	COMMON STOCK	756577102	1399	50000	SH	SOLE	50000	0	0
D REDIFF.COM INDIA LIMITED ADR	ADRS STOCKS	757479100	269	12749	SH	SOLE	12749	0	0
D RSA SECURITY INC COM STK	COMMON STOCK	749719100	1103	61500	SH	SOLE	61500	0	0
D SATYAM COMPUTER COM STRADR	ADRS STOCKS	804098101	6148	140500	SH	SOLE	140500	0	0
D SIFY LTD ADR	ADRS STOCKS	82655M107	2320	175250	SH	SOLE	175250	0	0
D SONICWALL INC.	COMMON STOCK	835470105	1418	200000	SH	SOLE	200000	0	0
D SYMANTEC CORP COM	COMMON STOCK	871503108	5891	350000	SH	SOLE	350000	0	0
D SYNIVERSE HLDGS	COMMON STOCK	87163F106	3350	212000	SH	SOLE	212000	0	0
D TRAFFIC.COM INC	COMMON STOCK	892717109	117	14000	SH	SOLE	14000	0	0
D VERISIGN INC COM	COMMON STOCK	92343E102	2399	100000	SH	SOLE	100000	0	0
D VERISIGN INC COM	OPTIONS - CALLS	99ABWPJ80	4798	200000	SH	CALL SOLE	200000	0	0
D VIISAGE TECH INC NEW COM	COMMON STOCK	92675K205	3502	200000	SH	SOLE	200000	0	0
D WEBMETHODS INC COM STK	COMMON STOCK	94768C108	4631	550000	SH	SOLE	550000	0	0
D WIND RIVER SYS INC COM	COMMON STOCK	973149107	2490	200000	SH	SOLE	200000	0	0
D YAHOO INC COM	COMMON STOCK	984332106	5484	170000	SH	SOLE	170000	0	0
S REPORT SUMMARY	45 DATA RECORDS		149779			0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED			

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