

HILDEBRANDT RODNEY
Form 5
February 14, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HILDEBRANDT RODNEY

2. Issuer Name and Ticker or Trading Symbol
SIGNALIFE, INC. [sgn]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
COO

531 SOUTH MAIN STREET,
SUITE 301

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

GREENVILLE, SC 29610

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	(A)	(D)		(A)	(D)					
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	07/18/2005	04/17/2010	Common stock	32,258
Option to purchase	\$ 3.1	Â	Â	Â	Â	Â	01/18/2006	04/18/2010	Common stock	32,258
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	01/18/2007	04/18/2010	Common stock	32,258
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	01/18/2008	04/18/2010	Common stock	32,258
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	01/18/2009	04/18/2010	Common stock	32,258
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	07/18/2005	04/18/2010	Common stock	30,242
Option to purchase	\$ 3.1	Â	Â	Â	Â	Â	10/18/2005	04/18/2010	Common stock	62,500
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	01/18/2006	04/18/2010	Common stock	30,242
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	04/18/2006	04/18/2010	Common stock	62,500
Option to purchase	\$ 3.1	Â	Â	Â	Â	Â	07/18/2006	04/18/2010	Common stock	62,500
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	10/18/2006	10/18/2010	Common stock	62,500
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	01/18/2007	04/18/2010	Common stock	30,242
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	04/18/2007	04/18/2010	Common stock	62,500
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	07/18/2007	04/18/2010	Common stock	62,500
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	10/18/2007	04/18/2010	Common stock	62,500
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	01/18/2008	04/18/2010	Common stock	30,242
	\$ 3.1	Â	Â	3	Â	Â	04/18/2008	04/18/2010		62,500

Option to purchase									Common stock	
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	07/18/2008	04/18/2010	Common stock	62,500
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	10/18/2008	04/18/2010	Common stock	62,500
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	01/18/2009	04/18/2010	Common stock	30,242
Option to purchase	\$ 3.1	Â	Â	3	Â	Â	04/18/2009	04/18/2010	Common stock	62,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILDEBRANDT RODNEY 531 SOUTH MAIN STREET, SUITE 301 GREENVILLE, SC 29610	Â X	Â	Â COO	Â

Signatures

John Woodbury, as agent-in-fact for reporting owner
 Date: 02/14/2006

Signature: _____ 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) Holdings as of June 3, 2005, when original obligation to file form 3 arose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.