

EMAGIN CORP
Form 4
March 01, 2005

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STILLWATER LLC

(Last) (First) (Middle)
15 EAST 62ND STREET
(Street)

NEW YORK, NY 10021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMAGIN CORP [EMA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	02/25/2005		X	289,310 A (2) \$ 0.7542	1,935,364	I	By Rainbow Gate Corporation (1)
Common Stock	02/25/2005		S	216,038 D (2) \$ 1.01	1,719,326	I	By Rainbow Gate Corporation (1)
Common Stock					7,606,819	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Purchase Warrants (right to buy)	\$ 0.7542	02/25/2005		X	289,310	02/28/2002	02/28/2005	Common Stock	289,310
Stock Purchase Warrants (right to buy)	(4)					(4)	(4)	Common Stock	3,358,000
Stock Purchase Warrants (right to buy)	(5)					(5)	(5)	Common Stock	300,000
Stock Purchase Warrants (right to buy)	(6)					(6)	(6)	Common Stock	776,600
Stock Purchase Warrants (right to buy)	(7)					(7)	(7)	Common Stock	517,700
Stock Purchase Warrants (right to buy)	(8)					(8)	(8)	Common Stock	297,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STILLWATER LLC 15 EAST 62ND STREET NEW YORK, NY 10021		X		

Signatures

/s/ Mortimer D.A. Sackler,
President 02/28/2005

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).
- These securities are owned solely by Rainbow Gate Corporation. The sole member of Stillwater LLC is the investment manager of
- (1) Rainbow Gate Corporation, and this report shall not be deemed an admission that Stillwater LLC is the beneficial owner of these securities except to the extent of its pecuniary interest therein.
 - (2) Rainbow Gate Corporation elected to do a cashless exercise of the warrant pursuant to Section 3(c) of such warrant.
 - (3) The Stock Purchase Warrants were acquired on February 28, 2002 as part of a private placement by the Issuer on February 27, 2002.
 - (4) The warrants to purchase Issuer's Common Stock have an exercise price of \$0.8110 per share, are exercisable immediately, and have an expiration date of April 25, 2006.
The warrants to purchase Issuer's Common Stock have an exercise price of \$0.4257 per share and have an expiration date of June 20, 2007, however, they may not be exercised by the Reporting Person so long as the Reporting Person is the beneficial owner, directly or indirectly, of more than ten percent (10%) of the Common Stock for purposes of Section 16 of the Securities Exchange Act of 1934.
 - (6) The warrants to purchase Issuer's Common Stock have an exercise price of \$2.76 per share, are exercisable immediately, and will expire on December 31, 2005.
 - (7) The warrants to purchase Issuer's Common Stock have an exercise price of \$2.76 per share, are exercisable immediately, and will expire on June 10, 2008.
 - (8) The warrants to purchase Issuer's Common Stock have an exercise price of \$1.21 per share, are exercisable beginning on April 25, 2005 and will expire on April 25, 2010.

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