

TIDELANDS OIL & GAS CORP/WA  
 Form 5/A  
 June 20, 2006

# FORM 5

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

OMB APPROVAL

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 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 \*  
 SMITH JAMES B

2. Issuer Name and Ticker or Trading Symbol  
 TIDELANDS OIL & GAS CORP/WA [TIDE]

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)  
 12/31/2004

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

1862 W. BITTERS RD., BLDG. #1  
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 02/22/2005

6. Individual or Joint/Group Reporting (check applicable line)

SAN ANTONIO, TX 78248

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)	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)
				(A) or (D) Price			
Common Stock	11/11/2004	^	J4	500,000 (1) D \$ 0	500,000	D	^
Common Stock	12/02/2004	^	G4	500,000 (2) D \$ 0	0	D	^
Common Stock	11/11/2004	^	J4	500,000 (1) (3) A \$ 0	500,000 (3)	I	By Limited Partnership
Common Stock	12/02/2004	^	G4	500,000 (2) (3) A \$ 0	500,000 (3)	I	By Trust

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

**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 control number.**

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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 Underlying Securities (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Non-recourse note with cap feature <sup>(3)</sup> <sup>(4)</sup>	\$ 0.8777	11/10/2004	Â	J4	Â	1	12/31/2006	12/31/2006	Common Stock 130,6 <sup>(3)</sup>
Non-recourse note with cap feature <sup>(3)</sup> <sup>(4)</sup>	\$ 0.804	11/17/2004	Â	J4	Â	1	12/31/2006	12/31/2006	Common Stock 134,5 <sup>(3)</sup>
Non-recourse note with cap feature <sup>(3)</sup> <sup>(4)</sup>	\$ 0.7888	11/27/2004	Â	J4	Â	1	12/31/2006	12/31/2006	Common Stock 234,9 <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH JAMES B 1862 W. BITTERS RD. BLDG. #1 SAN ANTONIO, TX 78248	Â X	Â	Â Chief Financial Officer	Â

## Signatures

/s/ James B. Smith  
06/19/2006

<sup>\_\_</sup>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).
- (1) Contribution of shares by reporting person to limited partnership.

