

RINEHART VINCENT R
Form 4
March 03, 2006

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 *
RINEHART VINCENT R

(Last) (First) (Middle)

4425 ATLANTIC AVE, SUITE A-15

(Street)

LONG BEACH, CA 90807

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANZA CAPITAL INC [ANZA]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 | 03/01/2006 | | S ⁽¹⁾ | | 831,375 | D | 156,900 |
| COMMON STOCK | 03/01/2006 | | C | | 1,880,000 | A | 2,036,900 |
| COMMON STOCK | 03/01/2006 | | S ⁽¹⁾ | | 1,880,000 | D | 156,900 |

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

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number.

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| SERIES F CONVERTIBLE PREFERRED STOCK | (3) | 03/01/2006 | | C | 18,800 | 02/28/2003 (4) | COMMON STOCK |
| COMMON STOCK WARRANTS (6) | \$ 0.1 | 03/01/2006 | | S | 250,000 | 10/11/2004 10/11/2009 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| RINEHART VINCENT R 4425 ATLANTIC AVE SUITE A-15 LONG BEACH, CA 90807 | X | X | President | |

Signatures

/s/ Vincent Rinehart 03/03/2006

**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) Reporting Person sold common stock of Issuer to a third party in a change of control transaction in exchange for certain assets of the Issuer being transferred to AMRES Holding, LLC, an entity controlled by the Reporting Person.
- (2) Reporting Person acquired common stock from conversion of the Issuer's Series F Convertible Preferred Stock, which did not have a conversion price.
- (3) 1-for-100.
- (4) The Series F Preferred Stock does not expire.
- (5)

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The shares of Series F Preferred Stock were issued to the Reporting Person in exchange for the surrender of a promissory note in the principal amount of \$438,509.

- (6) Warrants were in the name of AMRES Holding, LLC, an entity controlled by the Reporting Person.
- (7) The warrants were issued in a transaction whereby AMRES Holding, LLC, an entity controlled by the Reporting Person, loaned the Issuer \$125,000.

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.