

Black Jennifer
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 *
Black Jennifer

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)

**333 SOUTH STATE STREET,
SUITE V414**

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAKE OSWEGO, OR 97034

(City) (State) (Zip)

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) (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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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 | \$ 3.5 | Â | Â | 3 | Â | Â | 01/20/2004 | 01/19/2009 | Common stock | 50,000 |
| Option to purchase | \$ 6 | Â | Â | 3 | Â | Â | 07/01/2004 | 03/31/2009 | Common stock | 500 |
| Option to purchase | \$ 5.05 | Â | Â | 3 | Â | Â | 04/03/2005 | 01/02/2010 | Common stock | 2,500 |
| Option to purchase | \$ 5.05 | Â | Â | 3 | Â | Â | 07/03/2005 | 01/02/2010 | Common stock | 2,500 |
| Option to purchase | \$ 5.05 | Â | Â | 3 | Â | Â | 10/03/2005 | 01/02/2010 | Common stock | 2,500 |
| Option to purchase | \$ 5.05 | Â | Â | 3 | Â | Â | 01/03/2006 | 01/02/2010 | Common stock | 2,500 |
| Option to purchase | \$ 3.65 | Â | Â | 3 | Â | Â | 04/20/2005 | 01/19/2010 | Common stock | 7,000 |
| Option to purchase | \$ 3.65 | Â | Â | 3 | Â | Â | 07/20/2005 | 01/19/2010 | Common stock | 7,000 |
| Option to purchase | \$ 3.65 | Â | Â | 3 | Â | Â | 10/20/2005 | 01/19/2010 | Common stock | 7,000 |
| Option to purchase | \$ 3.65 | Â | Â | 3 | Â | Â | 01/20/2006 | 01/19/2010 | Common stock | 7,000 |
| Option to purchase | \$ 3.43 | Â | Â | 3 | Â | Â | 06/21/2005 | 03/21/2010 | Common stock | 2,500 |
| Option to purchase | \$ 3.43 | Â | Â | 3 | Â | Â | 09/21/2005 | 03/21/2010 | Common stock | 2,500 |
| Option to purchase | \$ 3.43 | Â | Â | 3 | Â | Â | 12/21/2005 | 03/21/2010 | Common stock | 2,500 |
| Option to purchase | \$ 3.43 | Â | Â | 3 | Â | Â | 03/21/2006 | 03/21/2010 | Common stock | 2,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Black Jennifer

333 SOUTH STATE STREET, SUITE V414 Â X Â Â Â
LAKE OSWEGO,Â ORÂ 97034

Signatures

John Woodbury, agent-in-fact for reporting
owner

02/14/2006

 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) 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.