

Mahamedi Abdi
Form 4
March 14, 2013

FORM 4

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

OMB APPROVAL

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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 *
Mahamedi Abdi

2. Issuer Name and Ticker or Trading Symbol
LIQUIDMETAL TECHNOLOGIES INC [LQMT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2013

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

LIQUIDMETAL TECHNOLOGIES, INC., 30452 ESPERANZA

(Street)

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

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

RANCHO SANTA MARGARITA, CA 92688

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2013		J ⁽¹⁾		2,856,747	A	\$ 0.1	8,077,772	I	See Footnote 2 ⁽²⁾
Common Stock	02/06/2013		J ⁽³⁾		3,860,696	A	\$ 0.22	11,938,468	I	See Footnote 2 ⁽²⁾
Common Stock	02/28/2013		J ⁽⁴⁾		565,344	A	\$ 0.1	6,222,177	D	
Common Stock	02/28/2013		J ⁽⁵⁾		3,105,096	A	\$ 0.22	9,327,273	D	

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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 or Number of Shares
Series A-1 Preferred Stock	\$ 0.1	02/06/2013		C(1)	48,600	(6) (6)	Common Stock 2,856,747
Series A-2 Preferred Stock	\$ 0.22	02/06/2013		C(3)	144,495	(6) (6)	Common Stock 3,860,696
Series A-1 Preferred Stock	\$ 0.1	02/28/2013		C(4)	10,000	(6) (6)	Common Stock 565,344
Series A-2 Preferred Stock	\$ 0.22	02/28/2013		C(5)	116,215	(6) (6)	Common Stock 3,105,096

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mahamedi Abdi
LIQUIDMETAL TECHNOLOGIES, INC.
30452 ESPERANZA
RANCHO SANTA MARGARITA, CA 92688

X

Signatures

/s/ Abdi
Mahamedi

03/14/2013

__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) On February 6, 2013, the reporting person converted 48,600 shares of Series A-1 Preferred Stock in accordance with the terms described in the Amended and Restated Certificate of Designations, Preferences and Rights of Series A Preferred Stock of the issuer.

Shares indirectly held in the name of Carlyle Holdings, LLC. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of the reporting person's pecuniary interest in such securities.
 - (2) On February 6, 2013, the reporting person converted 144,495 shares of Series A-2 Preferred Stock in accordance with the terms described in the Amended and Restated Certificate of Designations, Preferences and Rights of Series A Preferred Stock of the issuer.
 - (3) On February 28, 2013, the reporting person converted 10,000 shares of Series A-1 Preferred Stock in accordance with the terms described in the Amended and Restated Certificate of Designations, Preferences and Rights of Series A Preferred Stock of the issuer.
 - (4) On February 28, 2013, the reporting person converted 116,215 shares of Series A-2 Preferred Stock in accordance with the terms described in the Amended and Restated Certificate of Designations, Preferences and Rights of Series A Preferred Stock of the issuer.
 - (5) Each share of Series A Preferred Stock is convertible into shares of Common Stock at the time and under the circumstances described in the Amended and Restated Certificate of Designations, Preferences and Rights for Series A Preferred Stock of the issuer. The Series A Preferred Stock has no expiration date.
 - (6)

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.