

POLINSKY DOUGLAS MICHAEL
 Form 5
 February 16, 2010

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 *
 POLINSKY DOUGLAS MICHAEL

(Last) (First) (Middle)

130 LAKE STREET WEST, SUITE 300

(Street)

WAYZATA, MN 55391

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 POKER MAGIC INC [POKR.OB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2009

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)

Chief Executive Officer

6. Individual or Joint/Group Reporting

(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 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|----------------------------------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | 1,250,000 | I | By Great North Capital Corp. (1) |
| Common Stock | ^ | ^ | ^ | ^ | ^ | 140,000 | I | By minor children (2) |
| Common Stock | ^ | ^ | ^ | ^ | ^ | 5,000 | I | By Lantern |

| | | | | | | | | | Advisers LLC ⁽³⁾ |
|-----------------|------------|---|----|---------|---|------|---------|---|--------------------------------|
| Common Stock | 09/30/2009 | Â | A4 | 100,000 | A | \$ 0 | 603,500 | D | Â |
| Common Stock | 12/31/2009 | Â | A4 | 100,000 | A | \$ 0 | 703,500 | D | Â |

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) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I F (I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POLINSKY DOUGLAS MICHAEL 130 LAKE STREET WEST, SUITE 300 WAYZATA, MN 55391 | Â X | Â X | Â Chief Executive Officer | Â |

Signatures

/s/ Douglas M. Polinsky 02/16/2010

**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) A Minnesota corporation, of which the Reporting Person is the Chief Executive Officer.
- (2) The Reporting Person has no pecuniary interest in these shares and disclaims beneficial ownership.

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(3) A limited liability company, of which the Reporting Person is a member.

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.