WATER CHEF INC

Form 5/A

February 08, 2007

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

Expires: 2005 Estimated average burden hours per

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer

1. Name and Address of Reporting Person * Sterman Marshall S Symbol WATER CHEF INC [WTER.OB] (Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006

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

(Check all applicable)

1007 GLEN COVE AVENUE, SUITE 1

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) 02/07/2007

6. Individual or Joint/Group Reporting

(check applicable line)

GLEN HEAD, NYÂ 11545

(State)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	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. Securitie (A) or Disp (Instr. 3, 4)	osed o	of (D)	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)
Common Stock	05/15/2006	Â	S4	15,000	D	\$ 0.18	685,000	D	Â
Common Stock	06/06/2006	Â	A4	250,000	A	\$0	935,000	D	Â
Common Stock	06/12/2006	Â	S4	85,000	D	\$ 0.14	850,000	D	Â

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 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 Amc Underlying Secu (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Warrants (right to buy)	\$ 0.15	05/24/2006	Â	A4	1,250,000	Â	05/24/2006	05/23/2009	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Other		
Sterman Marshall S 1007 GLEN COVE AVENUE, SUITE 1 GLEN HEAD, NY 11545	ÂX	Â	Â	Â		

Signatures

/s/ Sterman, 02/07/2007 Marshall S.

**Signature of Date
Reporting Person

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).

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.

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