Morgan Dwight Form 3/A March 19, 2007

## FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

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January 31, 2005

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INITIAL STATEMENT OF 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

C/O CAPRIUS INC.. ONE

Person \*

400

A Morgan Dwight

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/05/2007

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

CAPRIUS INC [CAPS]

4. Relationship of Reporting Person(s) to Issuer

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

11/17/2006

(Check all applicable)

(Street)

UNIVERSITY PLAZA, SUITE

10% Owner \_X\_ Director \_X\_\_ Officer Other

(give title below) (specify below) Chairman, President & CEO 6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

HACKENSACK, NJÂ 07601

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Form: Direct (D) or Indirect (I)

(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise

Price of

5. 6. Nature of Indirect Ownership Form of Derivative

Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of

Security: Derivative Security Direct (D)

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Stock Option  $\hat{A} \stackrel{(1)}{=} 01/04/2010 \begin{cases} Shares & \text{or Indirect} \\ (I) \\ (Instr. 5) \end{cases}$  Stock Option  $Plan \qquad D \hat{A}$ 

## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morgan Dwight C/O CAPRIUS INC. ONE UNIVERSITY PLAZA, SUITE 400 HACKENSACK, NJ 07601	ÂX	Â	Chairman, President & CEO	Â

# **Signatures**

/s/ Dwight
Morgan

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 1/8 vested after 6 months, then vested 1/48 a month for the next 42 months granted under the 2002 Stock Option Plan, of which 206,050 shares are subject to stockholder approval of an increase in the number of shares of common stock underlying the Plan.
- (2) Under the 2002 Stock Option Plan, reporting person holds option for purchase of 390,000 shares.
- (3) Repriced from \$2.20 to \$1.10

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.

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