

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person *
GOLDSMITH JAY S

2. Issuer Name **and** Ticker or Trading Symbol
PUBLICARD INC [CARD.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O BALFOUR INVESTORS, ONE
ROCKEFELLER PLAZA, 14TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2005

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 Vice Chairman

(Street)

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

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

NEW YORK, NY 10020

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <u>(1)</u>								1,250	I	By Spouse
Common Stock								722,303	I	By Keogh Plan
Common Stock <u>(2)</u>								13,000	I	By Balfour Defined Benefits Pension Plan

1

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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
Stock Options (3) (4)	\$ 0.39							08/20/2001	08/20/2011	Common Stock	275,000
Stock Options (3) (5)	\$ 0.39							08/20/2001	08/20/2006	Common Stock	225,000
Stock Options (6)	\$ 0.025	08/04/2005		A		30,000		08/04/2005	08/04/2010	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSMITH JAY S C/O BALFOUR INVESTORS ONE ROCKEFELLER PLAZA, 14TH FLOOR NEW YORK, NY 10020	X		Vice Chairman	

Signatures

/s/JAY S.
GOLDSMITH 08/04/2005

**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) Mr. Goldsmith disclaims beneficial ownership of the 1,250 shares of PubliCARD Common Stock held by his wife.

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- Shares are held by the Balfour Defined Benefits Pension Plan (the "Plan"), of which Mr. Goldsmith is a Trustee and Plan Administrator
- (2) and in which Mr. Goldsmith is a participant. Mr. Goldsmith disclaims beneficial ownership of 7,280 shares of Common Stock held by the Plan (based on Mr. Goldsmith's proportionate interest in the Plan of approximately 44%).

- Options have been granted pursuant to an agreement with PubliCARD under which PubliCARD had agreed to reissue 500,000 options which were cancelled on February 16, 2001 for 500,000 options with an exercise price equal to the closing market price of PubliCARD's
- (3) Common Stock on such reissuance date. Pursuant to the agreement, one-third of the options vested on August 20, 2001, with the balance vesting quarterly over the following twelve quarters.
- (4) Options have been granted pursuant to PubliCARD's 1999 Long-Term Incentive Plan.
- (5) Options have been granted pursuant to PubliCARD's 1993 Long-Term Incentive Plan.
- (6) Options have been granted pursuant to PubliCARD's Non-Employee Director Stock Option Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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