BROADCASTER INC

Form 4 June 10, 2008

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to

3235-0287 Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **GARDNER MICHAEL**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

BROADCASTER INC [BCAS]

(Check all applicable)

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

_X__ 10% Owner Director __ Other (specify Officer (give title

C/O BAYTREE CAPITAL ASSOCIATES INC, 40 WALL ST 58TH FLOOR

(First)

(Street) 4. If Amendment, Date Original

08/28/2007

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

Applicable Line)

below)

NEW YORK, NY 10005

(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)	ate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	08/28/2007		S	175,000	D	\$ 0.4	1,700,000	I	See footnote (1)		
Common Stock	08/28/2007		S	100,000	D	(2)	1,600,000	I	See footnote (1)		
Common Stock	06/05/2008		S	5,000	D	\$ 0.52	8,738,550	D			
Common Stock	06/06/2008		S	7,000	D	\$ 0.51	8,731,550	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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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	٩
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)		Derivative			Securit	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
Security					Acquired				J		
					(A) or						J
					Disposed				7		
					of (D))			(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
							Expiration Date	Title N	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GARDNER MICHAEL C/O BAYTREE CAPITAL ASSOCIATES INC 40 WALL ST 58TH FLOOR NEW YORK, NY 10005



Signatures

/s/ Michael

Gardner 06/10/2008

**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).
- (1) These securities are owned by Baytree Capital Associates, LLC of which the Reporting Person is the managing member.
- (2) These securities were provided in consideration for Legal Services. No price has been disclosed since the Reporting Person was never sent an invoice.

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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