Tofias Michael D Form 4 November 02, 2010

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Tofias Michael D

2. Issuer Name and Ticker or Trading Symbol

SURGE COMPONENTS INC [SPRS]

3. Date of Earliest Transaction

(Month/Day/Year) 10/29/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

325 NORTH END AVENUE, APT.

(State)

(First)

21D

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10282

| 1.Title of | 2. Transaction Date | 2A. Deemed         | 3.                            | 4. Securities Acquired | 5. Amount of   | 6. Ownership | 7. Nature of |
|------------|---------------------|--------------------|-------------------------------|------------------------|----------------|--------------|--------------|
| Security   | (Month/Day/Year)    | Execution Date, if | Transaction(A) or Disposed of |                        | Securities     | Form: Direct | Indirect     |
| (Instr. 3) |                     | any                | Code                          | (D)                    | Beneficially   | (D) or       | Beneficial   |
|            |                     | (Month/Day/Year)   | (Instr. 8)                    | (Instr. 3, 4 and 5)    | Owned          | Indirect (I) | Ownership    |
|            |                     |                    |                               |                        | Following      | (Instr. 4)   | (Instr. 4)   |
|            |                     |                    |                               | (A)                    | Reported       |              |              |
|            |                     |                    |                               | (A)                    | Transaction(a) |              |              |

Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common

Stock, par value

\$0.001 per share

10/29/2010

S 5,500 D

1,947,676

D

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 | 2.          | 3. Transaction Date |                    | 4.         | 5.         | 6. Date Exer     |            | 7. Title        |          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|------------------|------------|-----------------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D     | ate        | Amou            | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/      | Year)      | Under           | lying    | Security    | Secur  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e                |            | Securi          | ties     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |                  |            | (Instr.         | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |                  |            |                 |          |             | Follo  |
|             |             |                     |                    |            | (A) or     |                  |            |                 |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |                  |            |                 |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |                  |            |                 |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |                  |            |                 |          |             |        |
|             |             |                     |                    |            | 4, and 5)  |                  |            |                 |          |             |        |
|             |             |                     |                    |            |            |                  |            |                 |          |             |        |
|             |             |                     |                    |            |            |                  |            |                 | Amount   |             |        |
|             |             |                     |                    |            |            | Date             | Expiration |                 | or       |             |        |
|             |             |                     |                    |            |            | Exercisable Date | *          | Title Number of | Number   |             |        |
|             |             |                     |                    |            |            | Excicisable      | Date       |                 | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |                  |            |                 | Shares   |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |
| Tofias Michael D<br>325 NORTH END AVENUE, APT. 21D<br>NEW YORK, NY 10282 |               | X         |         |       |  |  |

# **Signatures**

/s/Michael D.
Tofias

\*\*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).

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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