

LAURUS MASTER FUND LTD

Form 4

February 03, 2006

FORM 4**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 APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAURUS MASTER FUND LTD

(Last) (First) (Middle)

C/O LAURUS CAPITAL
MANAGEMENT, LLC, 825 THIRD
AVENUE 14TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RIVIERA TOOL CO [RTC]

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title _____ Other (specify
below) below)
Former 10% Owner

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, no par value per share	01/24/2006		S		2,000	D	\$ 0.88	206,027	D <u>(1)</u>
Common Stock, no par value per share	01/24/2006		S		500	D	\$ 0.85	205,527	D <u>(1)</u>
Common Stock, no par value	01/24/2006		S		100	D	\$ 0.87	205,427	D <u>(1)</u>

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per share

Common
Stock, no
par value
per share

01/24/2006

S

500

D

\$
0.86

204,927

D (1)

Common
Stock, no
par value
per share

01/24/2006

S

4,800

D

\$
0.82

200,127

D (1)

Common
Stock, no
par value
per share

01/24/2006

S

1,600

D

\$
0.83

198,527

D (1) (2)

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAURUS MASTER FUND LTD
C/O LAURUS CAPITAL MANAGEMENT, LLC
825 THIRD AVENUE 14TH FLOOR
NEW YORK, NY 10022

Former 10% Owner

Former 10% Owner

Reporting Owners

GRIN DAVID
C/O LAURUS CAPITAL MANAGEMENT, LLC
825 THIRD AVENUE 14TH FLOOR
NEW YORK, NY 10022

GRIN EUGENE
C/O LAURUS CAPITAL MANAGEMENT, LLC
825 THIRD AVENUE 14TH FLOOR
NEW YORK, NY 10022

Former 10% Owner

LAURUS CAPITAL MANAGEMENT LLC
825 THIRD AVENUE, 14TH FLOOR
NEW YORK, NY 10022

Former 10% Owner

Signatures

/s/ Eugene Grin, Director, on behalf of Laurus Master Fund, Ltd.

02/03/2006

__Signature of Reporting Person

Date

/s/ Eugene Grin, Principal, on behalf of Laurus Capital Management, LLC

02/03/2006

__Signature of Reporting Person

Date

/s/ Eugene Grin

02/03/2006

__Signature of Reporting Person

Date

/s/ David Grin

02/03/2006

__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) See Exhibit 99 (Footnote 1)

(2) See Exhibit 99 (Footnote 2)

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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