ENTRX CORP
Form 5
February 14, 2008

FORM 5

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

ANNUAL 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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
MILLS WAYNE WILLIAM

(Last) (First) (Middle)

2125 HOLLYBUSH ROAD

(Street)

MEDINA,Â MNÂ 55340

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ENTRX CORP [ENTX]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ Form Filed by One Reporting Person
___ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	09/24/2007	Â	S4	25,000	D	$ 0.32	675,000	D	Â
Common Stock	10/29/2007	Â	S4	35,000	D	$ 0.295	640,000	D	Â
Common Stock	10/29/2007	Â	S4	25,000	D	$ 0.295	615,000	D	Â
Common Stock	10/30/2007	Â	S4	15,000	D	$ 0.3	600,000	D	Â
	11/13/2007	Â	S4	25,000	D	$ 0.39	575,000 (1)	D	Â

Common Stock									
Common Stock	10/12/2007	Â	S4	25,000	D	$ 0.335	225,000	I	By spouse
Common Stock	10/15/2007	Â	S4	25,000	D	$ 0.335	200,000	I	By spouse
Common Stock	12/06/2007	Â	S4	25,000	D	$ 0.375	175,000	I	By Spouse
Common Stock	11/26/2007	Â	S4	10,000	D	$ 0.4	40,000	I	By Blake Capital Partners, LLC
Common Stock	11/27/2007	Â	S4	15,000	D	$ 0.39	25,000	I	By Blake Capital Partners, LLC
Common Stock	11/29/2007	Â	S4	5,000	D	$ 0.4	20,000	I	By Blake Capital Partners, LLC
Common Stock	12/04/2007	Â	S4	20,000	D	$ 0.385	0	I	By Blake Capital Partners, LLC (2)

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 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. D S (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	$ 1.03	Â	Â	Â	Â	Â	05/10/2004	12/31/2010	Common Stock	50,000	

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLS WAYNE WILLIAM 2125 HOLLYBUSH ROAD MEDINA,Â MNÂ 55340	Â	Â X	Â	Â

Signatures

/s/ Wayne W. Mills	02/14/2008
**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) Includes shares held in the Reporting Person's IRA

(2) A limited liability company, of which the Reporting Person is sole member.

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