

CONVERSION SERVICES INTERNATIONAL INC

Form 3

February 22, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

CAREY BRYAN

(Last) (First) (Middle)

100 EAGLE ROCK AVENUE

(Street)

EAST HANOVER, NJ 07936

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
02/13/2007

3. Issuer Name and Ticker or Trading Symbol

CONVERSION SERVICES INTERNATIONAL INC
[CVN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
(give title below) (specify below)
Senior Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Common Stock Option	Â <u>(1)</u>	11/16/2015	Common Stock	125,000	\$ 0.83	D	Â
Common Stock Option	Â <u>(2)</u>	10/10/2016	Common Stock	150,000	\$ 0.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAREY BRYAN 100 EAGLE ROCK AVENUE EAST HANOVER, NJ 07936	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Bryan Carey 02/22/2007

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 41,666 vested on 5/16/06, 41,666 vest on 5/16/07, and 41,668 vest on 11/16/08.

(2) 50,000 vest on 10/10/07, 50,000 vest on 10/10/08, and 50,000 vest on 10/10/09.

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.