

STOCKGROUP INFORMATION SYSTEMS INC

Form 4

January 26, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DEBOER LOUIS**

2. Issuer Name and Ticker or Trading Symbol  
**STOCKGROUP INFORMATION SYSTEMS INC [SWEB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/23/2007**

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

**500 750 W PENDER ST**

(Street)

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

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

**VANCOUVER BC  
CANADA, A1 VBC2T7**

(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)	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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	01/23/2007		X	V Amount (A) or (D) Price 50,000 A \$ 0.22	50,000	D	

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

**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.**

SEC 1474 (9-02)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 0.22	01/23/2007		X	50,000	08/10/2002	08/10/2007	Common Shares	50,000
Stock Options	\$ 0.15					10/21/2002	10/20/2008	Common Shares	50,000
Stock Options <u>(1)</u>	\$ 0.3					06/15/2004	03/15/2009	Common Shares	50,000
Stock Options <u>(2)</u>	\$ 0.311					03/01/2005	12/07/2009	Common Shares	50,000
Stock Options <u>(1)</u>	\$ 0.42					09/28/2006	06/28/2011	Common Shares	25,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

DEBOER LOUIS  
500 750 W PENDER ST  
VANCOUVER BC CANADA, A1 VBC2T7

X

## Signatures

/s/ Susan Lovell, Power of Attorney, CFO of Stockgroup Information Systems Inc.

01/25/2007

\*\*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) 12.5% of the options are exercisable on the third month anniversary; and each additional 12.5% of these options vest and are exercisable on a quarterly basis thereafter.

(2) 12.5% of the options are exercisable on March 1, 2005; and each additional 12.5% of these options vest and are exercisable on a quarterly basis thereafter.

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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