INSIGNIA SOLUTIONS PLC

Form 5

August 24, 2005

FORM	5							OMB AF	PROVAL	
	UNITED ST	ATES SECURI			NGI	E CO	MMISSION	OMB Number:	3235-0362	
Check this be no longer sub		Wash	Washington, D.C. 20549					Expires:	January 31,	
to Section 16 Form 4 or Fo 5 obligations	orm ANNUA		ATEMENT OF CHANGES IN BENEFICOUNDERSHIP OF SECURITIES				ICIAL	Estimated a burden hour response		
may continue See Instructio 1(b). Form 3 Hold Reported Form 4 Transactions Reported	on	ant to Section 16(of the Public Util: 30(h) of the Inve	ity Holding	Compan	y Ac	t of 19		·		
1. Name and Add McMillan Ma	lress of Reporting Per rk	Symbol	Symbol I INSIGNIA SOLUTIONS PLC				5. Relationship of Reporting Person(s) to ssuer (Check all applicable)			
(Last)	(First) (Mid-	(Month/Day	(Month/Day/Year)				_X_ Director 10% Owner X_ Officer (give title Other (specify below) President & CEO			
C/O INSIGNI SOLUTIONS STREET	A , 41300 CHRIS	ГҮ					FIES	ident & CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)			
FREMONT,Â	CAÂ 94538					_	C_Form Filed by C _ Form Filed by N			
(City)	(State) (Zi	p) Table I	- Non-Deriva	ntive Secu	rities A	Acquir	ed, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (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	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Ordinary Shares				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(Instr. 4)		
represented by American Depositary Shares	Â	Â	3	Â	Â	Â	Â	D	Â	

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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 2270 (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)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
					(A)	(D)	Date Exercisable	Expiration Date	Title
Warrants-right to buy Ordinary Shares (1)	\$ 1.06 (3)	10/18/2004	Â	P	13,021	Â	04/18/2005	04/18/2010	Ordinary Shares represented by American Depositary Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McMillan Mark C/O INSIGNIA SOLUTIONS 41300 CHRISTY STREET FREMONT, CA 94538	ÂΧ	Â	President & CEO	Â			

Signatures

/s/ Mark
McMillan

**Signature of Date

**Signature of Date
Reporting Person

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) Represented by American Depositary Shares.
- (2) Includes 8,428 American Depositary Shares acquired under the Issuer's employee stock purchase plan in January and July 2004.

The Exercise Price shall be at least the US Dollar equivalent of 20.5 pence per American Depositary Share calculated by reference to the average currency conversion rate quoted by the Bank of America in London as the price for Pounds Sterling purchased with US Dollars prevailing at the date the Warrant is exercised.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.