

Mahamedi Abdi  
 Form 5  
 February 14, 2011

**FORM 5**

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

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

**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

1. Name and Address of Reporting Person \* **Mahamedi Abdi**  
 (Last) (First) (Middle)  
 2. Issuer Name and Ticker or Trading Symbol **LIQUIDMETAL TECHNOLOGIES INC [LQMT]**  
 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) **11/18/2010**  
 \_\_\_X\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

**2 GANETT DRIVE, SUITE 201**  
 (Street)

**WHITE PLAINS, NY 10604**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 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) (A) or (D) Price	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 Ownership (Instr. 4)
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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Warrant (right to buy)	\$ 0.49	12/31/2010	Â	J <sup>(1)</sup>	18	Â	05/02/2009	07/15/2015	Common Stock	18
Warrant (right to buy)	\$ 0.49	11/18/2010	Â	J <sup>(2)</sup>	92	Â	05/02/2009	07/15/2015	Common Stock	92
Warrant (right to buy)	\$ 0.49	12/31/2010	Â	J <sup>(3)</sup>	49,316	Â	05/02/2009	07/15/2015	Common Stock	49,316

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mahamedi Abdi 2 GANETT DRIVE, SUITE 201 WHITE PLAINS, NY 10604	Â X	Â X	Â	Â

## Signatures

/s/ Abdi  
Mahamedi

02/14/2011

\_\_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) Additional shares resulted from an increase in percentage of ownership in Carlyle Liquid Holdings, LLC, which is a holder of Liquidmetal Technologies Series A-1 Preferred Stock.
- (2) Change in number warrants resulted from a change in percentage of ownership in Carlyle Liquid, LLC, which is a holder of Liquidmetal Technologies Series A-2 Preferred Stock.
- (3) Warrants received from Carlyle Liquid Holdings, LLC.

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.