SPURR RICHARD
Form 5
February 14, 2006

FORM 5

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

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

1. Name and Address of Reporting Person *
SPURR RICHARD

(Last) (First) (Middle)

2711 NORTH HASKELL AVENUE,Â SUITE 2200

(Street)

DALLAS,Â TXÂ 75204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ZIX CORP [ZIXI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO, President & COO

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	11/21/2005	11/21/2005	P	6,690 (1)	A	$ 2.99 (2)	20,547	D	Â

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant	$ 3.04	11/21/2005	11/21/2005	P	2,207 (3)	Â	02/09/2006	08/09/2010	Common Stock	2,207

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPURR RICHARD 2711 NORTH HASKELL AVENUE SUITE 2200 DALLAS,Â TXÂ 75204	Â X	Â	Â CEO, President & COO	Â

Signatures

/s/ Richard D. Spurr	02/14/2006
**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) Pursuant to a Securities Purchase Agreement, dated August 9, 2005 (the "Securities Purchase Agreement"), Mr. Spurr agreed to purchase a total of 16,724 Units, each Unit consisting of (a) one share of common stock of the issuer and (b) an associated warrant to purchase 0.33 of one share of common stock of the issuer. The company issued 10,034 shares of common stock to Mr. Spurr at the closing of the Securities Purchase Agreement together with associated warrants to purchase up to 3,312 shares of common stock as reflected in a previous Form 4 filed by Mr. Spurr on August 11, 2005 (the "Previous Form 4"). As reflected in the Previous Form 4, the remaining Units, including 6,690 shares of common stock, as reflected on Table I, and associated warrants to acquire 2,207 shares, as reflected in Table II, were to be sold and issued to Mr. Spurr following approval of such issuance by the shareholders of the issuer on November 21, 2005.

(2) As reflected in the Previous Form 4 filed by Mr. Spurr, the shares of common stock reflected on Table I were purchased by Mr. Spurr as part of a Unit at a purchase price of $2.99 per Unit (with each Unit consisting of one share of common stock and a warrant to purchase 0.33 of one share of common stock).

(3) See footnote 1.

(4) As reflected in the Previous Form 4 filed by Mr. Spurr, the warrants reflected on Table II were purchased by Mr. Spurr as part of a Unit with a purchase price of $2.99 per Unit (with each Unit consisting of one share of common stock and a warrant to purchase 0.33 of one share of common stock). The per Unit price is also reflected on Table I above.

(5) Mr. Spurr holds 5,519 derivative securities (warrants to acquire common stock) issued in connection with the Securities Purchase Agreement. Mr. Spurr holds other derivative securities to acquire common stock as previously reported in Table II of the Previous Form

4.

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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Explanation of Responses: