

STAAHL THEODORE  
Form 5  
February 17, 2009

# 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 \*  
STAAHL THEODORE

2. Issuer Name and Ticker or Trading Symbol  
IR BIOSCIENCES HOLDINGS INC  
[IRBS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

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

1329 SPANOS CT, SUITE A-1

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MODESTO, CA 95355

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common stock	05/01/2004	Â	J <sup>(2)</sup>	350,000	A	\$ 0.1	343,126 <sup>(1)</sup>	D	Â
Common Stock	09/15/2004	Â	J <sup>(3)</sup>	93,330	A	\$ 0.11	343,126 <sup>(1)</sup>	D	Â
Common Stock	12/29/2004	Â	P	2,000,000	A	\$ 0.12	343,126 <sup>(1)</sup>	D	Â
Common Stock	09/27/2006	Â	P	2,812	A	\$ 0.25	281 <sup>(1)</sup>	I	Wife

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Common stock    07/02/2008    Â    M    80,000    A    \$ 0.0375    343,126<sup>(1)</sup>    D    Â

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)	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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Warrant to Purchase Common Stock	\$ 2	10/07/2003	Â	A4 <sup>(4)</sup>	17,500	Â	10/07/2003	10/07/2006	Common Stock
Warrant to Purchase Common Stock	\$ 0.01	10/07/2003	Â	A4 <sup>(4)</sup>	8,750	Â	10/07/2003	10/07/2008	Common Stock
Warrant to Purchase Common Stock	\$ 0.01	10/07/2003	Â	A4 <sup>(4)</sup>	8,750	Â	10/07/2003	10/07/2008	Common Stock
Warrant to Purchase	\$ 1	05/18/2004	Â	A4 <sup>(4)</sup>	5,000	Â	05/18/2004	05/18/2007	Common Stock
Warrant to Purchase Stock	\$ 0.25	05/27/2004	Â	A4 <sup>(4)</sup>	3,000	Â	05/27/2004	05/18/2007	Common Stock
Warrant to Purchase Common stock	\$ 0.05	07/27/2004	Â	A4	80,000	Â	07/27/2004	07/27/2009	Common Stock
Warrant to	\$ 0.075	07/01/2008	Â	M4	Â	80,000	06/11/2003	07/01/2008	Common Stock

Purchase  
Common  
Stock

Options  
to

Purchase	\$ 0.166	08/01/2007	Â	A4	250,000	Â	08/31/2007	07/31/2017	Common Stock
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Options  
to

Purchase	\$ 0.15	11/26/2008	Â	A4	75,000	Â	12/26/2008	11/25/2018	Common Stock
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAAHL THEODORE 1329 SPANOS CT SUITE A-1 MODESTO, CA 95355	Â X	Â	Â	Â

## Signatures

Theodore Staahl                      02/17/2009

\_\_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) Adjusted for 1 for 10 stock split in August 2008.
- (2) Issued in connection with conversion of \$35,000 promissory note entered into on October 7, 2003 at \$0.10/share.
- (3) Issued in connection with conversion of principle and accrued interest \$10,000 promissory note entered on to on May 18, 2004 at 0.11/share.
- (4) Reported for initial Form 4 reporting purposes only. Warrants have expired.

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.