

ZIX CORP
Form 4/A
February 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
HAYWOOD GEORGE WEAVER

(Last) (First) (Middle)

**C/O CRONIN AND VRIS, LLP, 380
MADISON AVENUE**

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
08/11/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 08/09/2005 | | P | V A | 800,000 \$ 2.5 | D | |
| Common Stock | | | | | 4,836,647 ⁽¹⁾ ₍₂₎ | | |
| Common Stock | | | | | 30,000 | I | By Spouse |
| Common Stock | | | | | 11,500 | I | By Children |
| Common Stock | | | | | 115,000 ⁽³⁾ | I | By Estate |

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

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(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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Warrants (Right to Buy) | \$ 3.04 | 08/09/2005 | | P | 264,000 (4) | 02/09/2006 | 08/09/2010 | Common Stock | 264,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAYWOOD GEORGE WEAVER
C/O CRONIN AND VRIS, LLP
380 MADISON AVENUE
NEW YORK, NY 10017

X

Signatures

/s/George W.
Haywood

02/16/2006

**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) This Amendment corrects a computational error in the number of direct shares owned and previously reported.

(2) Includes 320,000 shares the issuance of which is subject to shareholder approval in accordance with NASDAQ rules and pursuant to an agreement between ZIX Corporation and various investors (including Mr. Haywood) entered into in connection with a private placement which closed on August 9, 2005. In the event that shareholders do not approve the issuance of the securities, funds for the purchase price, which are being held in escrow, will be returned to investors, including Mr. Haywood.

(3) These shares were previously held jointly by Mr. Haywood and his mother. Mr. Haywood has gifted his ownership interest in the shares to the estate of his mother. Mr. Haywood, as executor, has voting and dispositive power over these shares.

(4) Includes 105,600 shares underlying warrants, the issuance of which is subject to shareholder approval in the same manner as described in Note 2 above.

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