FORM D

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

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number: 3235-0076							
Expires:	April 30, 2008						
Estimated avera	ge burden.						
hours per response 16.00							

SEC USE ONLY						
Prefix	Serial					
<u> </u>						
DATE	RECEIVED					
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	s an amendment and name has changed, and indicate change.)
Issuance of Common Stock	
Filing Under (Check box(es) that ap	
Type of Filing: ☑ New Filing	☐ Amendment Amendment
	A. BASIC IDENTIFICATION DATA
1. Enter the information requested	about the issuer MAY 1 0 2007
Name of Issuer (check if this is a	amendment and name has changed, and indicate change.)
Irvine Sensors Corporation	
Address of Executive Offices	(Number and Street, City State, Zip Code) Telephone Nitro (Magazine Area Code)
3001 Red Hill Avenue, Costa M	esa, California 92626 (714) 549-8211
Address of Principal Business Opera	tions (Number and Street, City State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	
Design, develop and manufactu	e electronic products, including subsystems and semiconductors, and other products related to
miniaturized electronics and the	applications thereof
Type of Business Organization	PROCESSED
	☐ limited partnership, already formed ☐ other (please specify):
☐ business trust	☐ limited partnership, to be formed MAY 2 3 2007
	Month Year
Actual or Estimated Date of Incorpo	
Jurisdiction of Incorporation or Orga	nization: (Enter two-letter U.S. Postal Service abbreviation for State:
	CN for Canada: FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A, BASIC IDENTIF	FICATION DATA			
2. Enter the information re						
			d within the past five yea e, or direct the vote or d		በሀረ ል	r mara of a alass of
equity securities of		power to vote or dispos	e, or direct the vote or d	iisposition oi, 10	U70 U	r more or a class or
• •		or of corporate issuers	and of corporate genera	ıl and managing	g par	tners of partnership
issuers; and			·			_
		r of partnership issuers. ☑ Beneficial Owner	☑ Executive Officer	☑ Director		General and/or
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner ■	M Executive Officer	™ Director		Managing Partner
Full Name (Last name first,	if individual)					
Carson, John C.	,					
Business or Residence Addr	ess (Number an	d Street, City, State, Zip	Code)			
3001 Red Hill Avenue,	•	•	,			
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or
						Managing Partner
Full Name (Last name first,	if individual)					
Stuart, John J., Jr.						
Business or Residence Address	ess (Number an	d Street, City, State, Zip	Code)	••		
3001 Red Hill Avenue,	Costa Mesa, C	California 92626				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or
Full Name (Leat reason Cont.	16 in dividual)			<u> </u>		Managing Partner
Full Name (Last name first,	ii individual)					
Brashears, Mel R. Business or Residence Addre	aas (Nismbar an	d Street City State 7im	Codo	<u> </u>		
	•	• • •	Code)			
Check Box(es) that Apply:		Beneficial Owner	☐ Executive Officer	☑ Director		General and/or
Check Box(cs) that Apply.	D Fromoter	□ Benencial ⊙wher	in Executive Officer	□ Director	_	Managing Partner
Full Name (Last name first,	if individual)					
Dumont, Marc						
Business or Residence Addre	ess (Number an	d Street, City, State, Zip	Code)			· · · · · · · · · · · · · · · · · · ·
3001 Red Hill Avenue,	Costa Mesa, C	California 92626				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or
						Managing Partner
Full Name (Last name first,	if individual)					
Toffales, Chris						
Business or Residence Addre	ess (Number and	d Street, City, State, Zip	Code)			
3001 Red Hill Avenue,						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first,	if individual)			•		
Kelly, Thomas, M.						
Business or Residence Addre	ess (Number and	d Street, City, State, Zip	Code)			
3001 Red Hill Avenue,	Costa Mesa, C	alifornia 92626				
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, i	if individual)					
Looney, Timothy L.						
Business or Residence Addre	ess (Number and	d Street, City, State, Zip	Code)	·		
1420 Presidential Drive	e, Richardson,	Texas 75081				

A. BASIC IDENTIFICATION DATA (CONTINUED)										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner				
Full Name (Last name first,	if individual)		,			,				
Pike, Clifford										
Business or Residence Addr	ress (Number an	d Street, City, State, Zip	Code) .	. •						
3001 Red Hill Avenue	, Costa Mesa, C	California 92626		· · · · · · · · · · · · · · · · · · ·						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner				
Full Name (Last name first,	if individual)									
Ragano, Frank										
Business or Residence Adda	ress (Number an	d Street, City, State, Zip	Code)							
3001 Red Hill Avenue	, Costa Mesa, C	California 92626								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner				
Full Name (Last name first,	if individual)									
Richards, Robert G.										
Business or Residence Adda	ress (Number an	d Street, City, State, Zip	Code)							
3001 Red Hill Avenue	e, Costa Mesa, (California 92626								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first,	if individual)									
Smetana, Daryl L.										
Business or Residence Addr	ess (Number an	d Street, City, State, Zip	Code)							
3001 Red Hill Avenue	, Costa Mesa, C	California 92626								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first,	if individual)									
Ozguz, Volkan										
Business or Residence Addr	ess (Number an	d Street, City, State, Zip	Code)							
3001 Red Hill Avenue	e, Costa Mesa, C	California 92626								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first,	if individual)									
Business or Residence Addr	ress (Number an	d Street, City, State, Zip	Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or				
Full Name (Last name first,	if individual)					Managing Partner				
		 								
Business or Residence Addr	ess (Number and	d Street, City, State, Zip	Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first,	if individual)									
Business or Residence Addr	ess (Number and	d Street, City, State, Zip	Code)							

	B. INFORMATION ABOUT OFFERIN	G										
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in the	nis of	fering?.		Yes		No €	Z				
	Answer also in Appendix, Column 2, if filing under ULOE.											
	What is the minimum investment that will be accepted from any individual? \$ N/A											
2.	Does the offering permit joint ownership of a single unit?		:	φ Yes		No ☑	 71					
3.												
	Enter the information requested for each person who has been or will be paid or gives imilar remuneration for solicitation of purchasers in connection with sales of securian associated person or agent of a broker or dealer registered with the SEC and/or we or dealer. If more than five (5) persons to be listed are associated persons of sucinformation for that broker or dealer only. N/A	ities i ith a :	n the o state or	ffering. If states, list	a po	erson name	to be liste of the bro	ed is oker				
Ful	Name (Last name first, if individual)											
Bus	iness or Residence Address (Number and Street, City, State, Zip Code)				•							
Na	ne of Associated Broker or Dealer	•										
Sta	es in Which Person Listed Has Solicited or Intends to Solicit Purchasers											
	(Check "All States" or check individual states)				•••••		□ All Sta	ates				
Α	D AK D AZ D AR D CA D CO CT D DE D DC		FL	□ GA		НІ) []				
I	O INO IAO KSO KYO LAO MEO MDO MA		MI I	□ MN		MS	□ мо					
M	D NED NAD NHD NYD NKD NGD ND		он І	□ ок		OR	☐ PA					
F			wv I			WY	☐ PR	. □				
	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES	ANI	USE (OF PROC	EE	DS						
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	S	Δα	gregate		Amo	unt Alres	adv				
	Type of Security		Offering Price				Sold					
	Debt		\$ N/A			\$ N/A						
	Equity		\$	260,000	_	\$	260,000)				
	☑ Common ☐ Preferred											
	Convertible Securities (including warrants)		\$	N/A		\$	N/A					
	Partnership Interests		\$	N/A		\$	N/A					
	Other (Specify)		\$	N/A	_	\$ <u> </u>	N/A					
	Total			260,000		\$	260,000)				
2.	Answer also in Appendix, Column 3, if filing under ULOE.											
	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchases securities in this offering and the aggregate dollar amounts of their purchases. Fo offerings under Rule 504, indicate the number of persons who have purchases securities and the aggregate dollar amount of their purchases on the total lines. Ente "0" if the answer is "none" or "zero."	r d					aapaasto					
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. Fo offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Ente	r d	•	umber vestors		Doll	ggregate ar Amou Purchase	nt				
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. Fo offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Ente	•	vestors 2	_	Doll of \$	ar Amou Purchase 260,000	int s					
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. Fo offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Ente "0" if the answer is "none" or "zero."	r d r	•	vestors	_	Doll of	ar Amou Purchase	int s				

Answer also in Appendix, Column 4, if filing under ULOE.

3.	If this filing is for an offering under Rule 504 or 505, enter the information for all securities sold by the issuer, to date, in offerings of the types indicated twelve (12) months prior to the first sale of securities in this offering securities by type listed in Part C – Question 1.	cated	l, in th	e y			
	Type of offering		٠	Type o Securit			Dollar Amount Sold
•	Rule 505					\$	
	Regulation A					\$	
	Rule 504					\$	
	Total					\$	
1 .	a. Furnish a statement of all expenses in connection with the is distribution of the securities in this offering. Exclude amounts relationganization expenses of the issuer. The information may be given a future contingencies. If the amount of an expenditure is not known estimate and check the box to the left of the estimate.	ng so is sul , furi	olely to oject to nish as	o o n			
	Transfer Agent's Fees					\$	
	Printing and Engraving Costs					\$	
	Legal Fees					\$	1,000
	Accounting Fees					\$	
	Engineering Fees					\$	
	Sales Commissions (specify finders' fees separately)					\$	
	Other Expenses (identify)					\$	
	Total	•••••	•••••		. ☑	\$.	1,000
	 b. Enter the difference between the aggregate offering price given in Part C - Question 1 and total expenses furnished in response to Part C 4.a. This difference is the "adjusted gross proceeds to the issuer." 	- Q	uestio	า		\$	259,000
5.	Indicate below the amount of the adjusted gross proceeds to the iss proposed to be used for each of the purposes shown. If the amount for is not known, furnish an estimate and check the box to the left of the estotal of the payments listed must equal the adjusted gross proceeds to the forth in response to Part C – Question 4.b above.	any p timat	ourpos e. Th	e e			Payments to Others
	Salaries and fees		\$			\$	
	Purchase of real estate		\$			\$	
	Purchase, rental or leasing and installment of machinery and equipment .		\$			\$	
	Construction or leasing of plant buildings and facilities		\$_		B	\$	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$		Ö	\$	
	Repayment of indebtedness		\$_		abla	\$	259,000
	Working capital		\$			\$	4
	Other (specify):	0	\$			\$	
	Column Totals	П	\$		[7]	\$	259 000

Total Payments Listed (column totals added)	\$	259,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Date Signature Irvine Sensors Corporation May 8, 2007 r (Prilų or Type Name of Signer (Print or Type) Tille of S John J. Stuart, Jr. Chief Financial Officer

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E.	STATE SIGNATURE	
1.	Is any party described in 17 CFR 230.262 presently s such rule?		Yes □ No ☑
	See Appene	dix, Column 5, for state response.	
2.	 The undersigned issuer hereby undertakes to furnish on Form D (17 CFR 239.500) at such times as required 		s notice is filed, a notice
3.	3. The undersigned issuer hereby undertakes to furnish the issuer to offerees.	to the state administrators, upon written request, in	formation furnished by
4.	4. The undersigned issuer represents that the issuer is fa Limited Offering Exemption (ULOE) of the state in vavailability of this exemption has the burden of estab	which this notice if filed and understands that the is	
	The issuer has read this notification and knows the contenundersigned duly authorized person.	nts to be true and has duly caused this notice to be	signed on its behalf by the
Iss	Issuer (Print or Type) Signa	ture Date	:
	Irvine Sensors Corporation	May	8, 2007
Na	Name (Print or Type)	ons gner (Print or Type)	
	John J. Stuart, Jr.	hief Rinancial Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

	APPENDIX					<i>E</i>			
1	1	2.	3		4	1	•		5 LiGantian
		;							lification r State
]		1	Type of security					UI	OE · ·
	Intend		and aggregate		result of the second		•		, attach
		ccredited is in State	offering price offered in State	,	Type of in amount purel				ation of granted)
	(Part B		(Part C-Item 1)		(Part C-				-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL				Investors	Amount	investors	Amount		
AK									
AZ									
AR			•						
			\$130,000 of		\$130,000 of		^		
CA		Ø	Common Stock	1	Common Stock	0	0	0	Ö
CO									
СТ									
DE									
DC									
FL									
GA						, <u></u>			
HI			,				·····		
ID									
IL									
IN									
IA	П								
KS							•		
KY									
LA			·· -						
ME						<u>.</u>			
MD								0	
MA									
MI									
MN								<u> </u>	
MS									
MO									
MT								<u> </u>	
NE			. .						
NV									
NH									
NJ									
NM									
NY									
NC									

				AP	PENDIX									
1		2	3		4 .									
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		amount purcha		amount purchased in State			amount purchased in State		unde Ul (if yes explan waiver	lification r State LOE s, attach lation of granted) L-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No					
ND				1113 CS1013	Amount	THVESIOIS	Amount							
OH														
ОК														
OR														
PA							<u> </u>							
RI														
SC				!										
SD							*							
TN						 			-					
TX														
UT					<u> </u>									
VT		_			· •									
VA														
WA							<u>, </u>							
wv			· · · · · · · · · · · · · · · · · · ·											
WI						 								
WY														
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