

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>LLC Carlyle Liquid Holdings</b>  (Last) (First) (Middle) <b>2 GANNETT DRIVE SUITE 201</b>  (Street) <b>WHITE PLAINS NY 10604</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>LIQUIDMETAL TECHNOLOGIES INC [ LQMT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/29/2011</b>	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/29/2011		M <sup>(1)</sup>		3,400,845	A	\$0.1	3,400,845	D	
Common Stock	04/29/2011		J <sup>(2)</sup>		3,400,845	D	\$0.1	0	D	
Common Stock	04/29/2011		M <sup>(3)</sup>		2,747,762	A	\$0.22	2,747,762	D	
Common Stock	04/29/2011		J <sup>(2)</sup>		2,746,988	D	\$0.22	774	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	\$0.1	04/29/2011		J <sup>(5)</sup>			86,785	(4)	(4)	Common Stock	4,339,250	\$5	391,829	D	
Series A-2 Preferred Stock	\$0.22	04/29/2011		J <sup>(5)</sup>			154,261	(4)	(4)	Common Stock	3,505,931	\$5	696,469	D	
Warrant (right to buy)	\$0.49	04/29/2011		J <sup>(6)</sup>			4,002,341	05/01/2009	07/31/2015	Common Stock	4,002,341	\$0.5	18,071,878	D	

**Explanation of Responses:**

- Acquisition of Common Stock pursuant to conversion of Series A-1 Preferred Stock.
- Shares of the issuer's Common Stock were distribution to a member of Carlyle Liquid Holdings, LLC in a pro-rata distribution according to its respective ownership percentage.
- Acquisition of Common Stock pursuant to conversion of Series A-2 Preferred Stock.
- Each share of the Series A Preferred Stock is convertible into shares of common stock at the time and under the circumstances described in the Amended Certificate of Designations, Preferences and Rights for Series A Preferred Stock. The Series A Preferred Stock has no expiration date.
- Shares of Series A Preferred Stock were converted and/or transferred to the members of Carlyle Liquid Holdings, LLC in a pro-rata distribution.
- Warrants were transferred to the members of Carlyle Liquid Holdings, LLC in a pro-rata distribution.

**Remarks:**

Ricardo Salas 06/10/2011  
John Kang 06/10/2011  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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