

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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.

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* <u>CHO CK</u>  (Last) (First) (Middle) 30452 ESPERANZA  (Street) RANCHO SANTA MARGARITA 92688  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIQUIDMETAL TECHNOLOGIES INC [ LQMT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
Options to purchase common stock	\$0.7	01/01/2008		4A	10,000		(1)	01/01/2018	Common Stock 10,000	\$0.7	1,051,878	D	
Convertible Subordinated Note	\$1.1	04/01/2008		4J(2)	10,580(2)(4)			04/01/2008 01/03/2010(3)	Common Stock 10,580(2)(4)	\$11,637.96(2)	1,062,458	D	
Convertible Subordinated Note	\$1.1	07/01/2008		4J(5)	10,844(5)(4)			07/01/2008 01/03/2010(3)	Common Stock 10,844(5)(4)	\$11,928.12(5)	1,073,302	D	
Convertible Subordinated Note	\$1.1	10/01/2008		4J(6)	11,237(6)(4)			10/01/2008 01/03/2010(3)	Common Stock 11,237(6)(4)	\$12,359.84(6)	1,084,539	D	

**Explanation of Responses:**

- Options were granted pursuant to the 2002 Non-employee Director Stock Option Plan and vest in five equal annual installments of 20% beginning one year from the date of the original grant.
- On April 1, 2008, the Issuer elected to issue to Mr. Cho a 8% convertible subordinated note (the "Interest Note") as payment for interest due and payable to Mr. Cho on the \$466,797 of 8% convertible subordinated notes (the "Convertible Subordinated Note") issued through October 1, 2007. The Convertible Subordinated Note and Interest Note are convertible at any time at Mr. Cho's option into shares of common stock of the Issuer at \$1.10 per share and mature on January 3, 2010.
- The maturity date of the Note.
- Assumes full conversion.
- On July 1, 2008, the Issuer elected to issue to Mr. Cho a 8% convertible subordinated note (the "Interest Note") as payment for interest due and payable to Mr. Cho on the \$478,435 of 8% convertible subordinated notes (the "Convertible Subordinated Note") issued through April 1, 2008. The Convertible Subordinated Note and Interest Note are convertible at any time at Mr. Cho's option into shares of common stock of the Issuer at \$1.10 per share and mature on January 3, 2010.
- On October 1, 2008, the Issuer elected to issue to Mr. Cho a 8% convertible subordinated note (the "Interest Note") as payment for interest due and payable to Mr. Cho on the \$490,363 of 8% convertible subordinated notes (the "Convertible Subordinated Note") issued through July 1, 2008. The Convertible Subordinated Note and Interest Note are convertible at any time at Mr. Cho's option into shares of common stock of the Issuer at \$1.10 per share and mature on January 3, 2010.

/s/ CK Cho

05/27/2009

\*\* 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.

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 Number.