

SEC Form 5

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Expires:	January 31, 2008
Estimated average burden hours per response	1.0

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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.

1. Name and Address of Reporting Person* <u>CLOSE CHARLES R</u> <hr/> (Last) (First) (Middle) <u>2425 FOUNTAINVIEW DRIVE SUITE 215</u> <hr/> (Street) <u>HOUSTON TX 77057</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ENDEVCO INC [ ENDE ]</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) <u>12/31/2005</u>	
	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 <input type="checkbox"/> 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	Title	Amount or Number of Shares				
"Series A" Convertible Preferred Stock	\$0.001	01/31/2005	01/31/2005	4P	2,500	(1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D	
"Series A" Convertible Preferred Stock	\$0.001	02/28/2005	02/28/2005	4P	2,500	(1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D	
"Series A" Convertible Preferred Stock	\$0.001	03/31/2005	03/31/2005	4P	2,500	(1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D	
"Series A" Convertible Preferred Stock	\$0.001	04/30/2005	04/30/2005	4P	2,500	(1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D	
"Series A" Convertible	\$0.001	05/31/2005	05/31/2005	4P	2,500				Common Stock		\$1		D	

Preferred Stock					(1)	(2)	(3)		(2)		102,500 (2)	
"Series A" Convertible Preferred Stock	\$0.001	06/30/2005	06/30/2005	4P	2,500 (1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D
"Series A" Convertible Preferred Stock	\$0.001	07/31/2005	07/31/2005	4P	2,500 (1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D
"Series A" Convertible Preferred Stock	\$0.001	08/31/2005	08/31/2005	4P	2,500 (1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D
"Series A" Convertible Preferred Stock	\$0.001	09/30/2005	09/30/2005	4P	2,500 (1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D
"Series A" Convertible Preferred Stock	\$0.001	10/31/2005	10/31/2005	4P	2,500 (1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D
"Series A" Convertible Preferred Stock	\$0.001	11/30/2005	11/30/2005	4P	2,500 (1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D
"Series A" Convertible Preferred Stock	\$0.001	12/31/2005	12/31/2005	P5	2,500 (1)	(2)	(3)	Common Stock	(2)	\$1	102,500 (2)	D

**Explanation of Responses:**

1. Payment in lieu of cash for monthly salary.
2. These "Series A" Preferred Shares are convertible into shares of common stock on a 1:1,000 basis at the option of the holder and at such time as a sufficient number of authorized common shares are available from the issuer, subject to adjustment for stock splits, consolidations and stock dividends.
3. The "Series A" Convertible Preferred Stock carries no expiration date.

CHARLES R CLOSE by Larry Swift(power of attorney)

03/02/2006

\*\* 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.**