

SKYLYNX COMMUNICATIONS INC

Form 4/A

May 17, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BROWN GARY L

2. Issuer Name and Ticker or Trading Symbol
SKYLYNX COMMUNICATIONS INC [SKYC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7318 POINT OF ROCKS

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2005

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

SARASOTA, FL 34242

4. If Amendment, Date Original Filed (Month/Day/Year)
05/05/2005

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | | | | | 600,000 | I | Minor children |
| common stock | | | | | 550,000 | I | spouse |
| common stock | | | | | 1,656,374 | I | jointly owned ⁽¹⁾ |
| Common stock | 05/04/2005 | | J ⁽²⁾ | | 1,666,667 | A | \$ 0.06 |
| Common stock | 05/04/2005 | | M | | 4,842,923 | A | \$ 0.08 |

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

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SEC 1474
(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 (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 Security (Instr. 3 and 4) | 8. Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Convertible Debenture | \$ 0.06 | 05/04/2005 | | J | 1,666,667 | | 05/01/2004 | 04/30/2006 | common stock | 1,666,667 |
| Convertible Debenture | \$ 0.08 | 05/04/2005 | | M | 4,842,923 | | 12/16/2004 | 12/16/2006 | common stock | 4,842,923 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN GARY L 7318 POINT OF ROCKS SARASOTA, FL 34242 | X | X | President | |

Signatures

GARY L.
BROWN

05/16/2006

**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) Shares are jointly owned with Lisa Brown, spouse.

(2) Conversion of debenture given for bona fide antecedent debt exempt under Section 16(b).

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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