

Lazar Terry
Form 4
October 02, 2008

FORM 4

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

OMB APPROVAL

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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 *
Lazar Terry

2. Issuer Name and Ticker or Trading Symbol
WATER CHEF INC [WTER.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
25 FAIRCHILD AVENUE,, SUITE 250

3. Date of Earliest Transaction (Month/Day/Year)
09/10/2008

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

Chief Financial Officer

(Street)
PLAINVIEW, NY 11803

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

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	09/10/2008		J		1,000,000	A	11	4,373,684	D	
Common Stock	09/22/2008		P		5,000	A	\$ 0.052	230,000	I	With Spouse
Common Stock	09/22/2008		P		5,000	A	\$ 0.052	150,000	I	By IRA
Common Stock	09/22/2008		P		7,000	A	\$ 0.052	175,000	I	By 401(k) Plan
Common Stock	09/22/2008		P		2,500	A	\$ 0.052	80,000	I	By spouse's

Common Stock	25,000	I	401(k) Plan By Profit Sharing Plan Trust
Common Stock	1,428,571	I	By LST Partners <u>(2)</u>

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

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(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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lazar Terry 25 FAIRCHILD AVENUE, SUITE 250 PLAINVIEW, NY 11803	X		Chief Financial Officer	

Signatures

/s/ Terry Lazar 09/26/2008
 **Signature of Date
 Reporting Person

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).

- On September 10, 2008, the Board of Directors of the Issuer authorized the issuance of 2,000,000 shares of the Issuer's common stock to the Reporting Person in consideration of the Reporting Person's services rendered to the Issuer. 1,000,000 shares were issued on the
- (1) Transaction Date, and 1,000,000 shares shall be issued to the Reporting Person on September 10, 2009, provided the Reporting Person is still an executive officer and director of the Issuer on such date.
 - (2) The Reporting Person holds a 33.33% equity interest in LST Partners.

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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