

SCHWARTZBERG DEBBIE
 Form 5
 February 13, 2009

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SCHWARTZBERG DEBBIE
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
SRKP 22 Inc [[NONE]]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

785 5TH AVENUE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY US 10022
 (City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock, par value \$.0001 | 03/05/2008 | ^ | G4 | 200,000 D | \$ 0 (4) 1,000,000 (1) | D | ^ |
| Common Stock, par value \$.0001 | 03/05/2008 | ^ | G4 | 100,000 A | \$ 0 (4) 100,000 | I (2) | By Self as Trustee for the Trusts (as defined in footnote |

| | | | | | | | | | |
|--|------------|---|----|---------|---|-------------|---------|-------|--|
| Common Stock, par value \$.0001 | 03/05/2008 | Â | G4 | 100,000 | A | \$ 0 (4) | 100,000 | I (3) | 1) By Self as Trustee for the Trusts (as defined in footnote 1) |
|--|------------|---|----|---------|---|-------------|---------|-------|--|

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

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 control number.

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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. of D S B O E I F (I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWARTZBERG DEBBIE 785 5TH AVENUE NEW YORK, NY US 10022 | Â | Â X | Â | Â |

Signatures

/s/ Debbie
Schwartzberg
02/13/2009

**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).

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- (1) Excludes an aggregate of 200,000 shares of common stock held of record by Debbie Schwartzberg and Gil N. Schwartzberg as Trustees for the David N. Sterling Trust dated 2/3/2000 and the Julie Schwartzberg Trust dated 2/9/2000 (together, the "Trusts").
Represents securities owned of record by the David N. Sterling Trust, dated 2/3/2000, established by the reporting person for the benefit of her children. A gift of 100,000 shares of the Issuer's common stock, par value \$.0001, was made by the reporting person to the trust on the transaction date indicated above. Mrs. Schwartzberg has voting and investment control over the securities and thus may be deemed beneficial owner of the securities held by the trust.
- (2) Represents securities owned of record by the Julie Schwartzberg Trust, dated 2/9/2000, established by the reporting person for the benefit of her children. A gift of 100,000 shares of the Issuer's common stock, par value \$.0001, was made by the reporting person to the trust on the transaction date indicated above. Mrs. Schwartzberg has voting and investment control over the securities and thus may be deemed beneficial owner of the securities held by the trust.
- (3) On March 5, 2008, the Reporting Person transferred by way of gift, 200,000 shares of common stock to the Trusts for the benefit of her children. There were no amounts paid to the Reporting Person by the Trusts for the transferred shares.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.