

Perry John Thomas
 Form 5
 February 06, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
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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).
 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 *
 Perry John Thomas

2. Issuer Name and Ticker or Trading Symbol
 NORD RESOURCES CORP
 [NRDS.PK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. VP, CFO, Treasurer, Secretary

3028 NORTH DASH SEVEN
 ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DRAGOON, AZ 85609-0384

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 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|---|
| Shares of Common Stock | Â | Â | 3 ⁽¹⁾⁽³⁾ | Â | Â | D | Â | |
| Shares of Common Stock | 04/30/2005 | Â | J4 ⁽²⁾⁽³⁾ | 20,000 | A \$ ⁽³⁾ | 270,000 | D | Â |
| Shares of Common | 05/31/2005 | Â | J4 ⁽²⁾⁽³⁾ | 20,000 | A \$ ⁽³⁾ | 290,000 | D | Â |

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| | | | | | | | | | | |
|------------------------|------------|---|----------------------|---------|---|-------------------|---------|---|---|--|
| Stock | | | | | | | | | | |
| Shares of Common Stock | 06/30/2005 | Â | J4 ⁽²⁾⁽³⁾ | 20,000 | A | \$ ⁽³⁾ | 310,000 | D | Â | |
| Shares of Common Stock | 07/30/2005 | Â | J4 ⁽²⁾⁽³⁾ | 20,000 | A | \$ ⁽³⁾ | 330,000 | D | Â | |
| Shares of Common Stock | 08/31/2005 | Â | J4 ⁽²⁾⁽³⁾ | 20,000 | A | \$ ⁽³⁾ | 350,000 | D | Â | |
| Shares of Common Stock | 09/30/2005 | Â | J4 ⁽²⁾⁽³⁾ | 20,000 | A | \$ ⁽³⁾ | 370,000 | D | Â | |
| Shares of Common Stock | 10/31/2005 | Â | J4 ⁽²⁾⁽³⁾ | 20,000 | A | \$ ⁽³⁾ | 390,000 | D | Â | |
| Shares of Common Stock | 09/30/2005 | Â | P4 ⁽²⁾⁽⁵⁾ | 142,857 | A | \$ 0.35 | 532,857 | D | Â | |
| Shares of Common Stock | 11/30/2005 | Â | J4 ⁽²⁾⁽³⁾ | 20,000 | A | \$ ⁽³⁾ | 552,857 | D | Â | |
| Shares of Common Stock | 12/31/2005 | Â | J4 ⁽²⁾⁽³⁾ | 20,000 | A | \$ ⁽³⁾ | 572,857 | D | Â | |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Incentive stock options | \$ 0.3 | Â | Â | 3 ⁽¹⁾⁽⁴⁾ | Â | 04/01/2005 04/01/2010 | Common shares 200 |
| | \$ 0.4 | Â | Â | 3 ⁽¹⁾⁽⁴⁾ | Â | 04/02/2005 04/02/2010 | 100 |

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| | | | | | | | | | | | |
|--------------------------------|--------|------------|---|----------------------|---------|---|------------|------------|--|---------------|-----|
| Incentive stock options | | | | | | | | | | Common shares | |
| Incentive stock options | \$ 0.5 | Â | Â | 3 ⁽¹⁾⁽⁴⁾ | Â | Â | 04/03/2005 | 04/03/2010 | | Common shares | 100 |
| Incentive stock options | \$ 0.6 | Â | Â | 3 ⁽¹⁾⁽⁴⁾ | Â | Â | 04/04/2005 | 04/04/2010 | | Common shares | 100 |
| Common share purchase warrants | \$ 0.4 | 09/30/2005 | Â | P4 ⁽²⁾⁽⁵⁾ | 142,857 | Â | 10/31/2005 | 10/31/2008 | | Common shares | 142 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Perry John Thomas 3028 NORTH DASH SEVEN ROAD DRAGOON, AZ 85609-0384 | Â | Â | Â Sr. VP, CFO, Treasurer, Secretary | Â |

Signatures

John T. Perry 02/02/2006

**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) The reporting of these transactions on Form 3 was not "timely filed" due to an administrative oversight.
- (2) The reporting of these transactions on Form 4 were not "timely filed" due to an administrative oversight.
- (3) These share issuances to the Reporting Person were made to him under an executive employment agreement (the Employment Agreement) effective April 1, 2005 between the Reporting Person and the Issuer under which the Reporting Person provides his services to the Issuer as senior vice president and chief financial officer. The Reporting Person was issued 250,000 at the time of entering the Employment Agreement, and the Employment Agreement provides for the issuance to the Reporting Person of 20,000 common shares per month until the time that the Issuer completes a funding of at least \$10,000,000.
- (4) These options were issued to the Reporting Person under the Employment Agreement and are not issued under any option plan of the Issuer.
- (5) These common shares and common share purchase warrants were acquired under an offering of units at a price of \$0.35 per unit, each unit comprised of one common share and one share purchase warrant exercisable to acquire one common share at an exercise price of \$0.40 for a period of three years from closing. The offering was made to accredited investors in reliance on Rule 506 of Regulation D promulgated under Section 4(2) of the Securities Act of 1933, as amended.

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.