

Livnat Avraham  
Form 4  
November 14, 2007

**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 \*  
CLAL INDUSTRIES & INVESTMENTS LTD

2. Issuer Name and Ticker or Trading Symbol  
UNITY WIRELESS CORP [UTWY.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/11/2007

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

3 AZRIELI CENTER, TRIANGLE TOWER, 45TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting Person

TEL AVIV, L3 67023

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title an Underlyin
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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series B Convertible Non-Redeemable Preferred Shares	<u>(1)</u>	11/11/2007	S	5,126,416 <u>(1)</u>	11/24/2006	<u>(6)</u>	Common Stock
Warrants	\$ 0.4	11/11/2007	S	119,963	11/24/2006	06/08/2009	Common Stock
Warrants	\$ 0.1	11/11/2007	S	2,278,412	12/13/2006	12/13/2011	Common Stock
Convertible Promissory Notes	\$ 0.25	11/11/2007	S	0 <u>(5)</u> <u>(6)</u>	11/08/2006	<u>(6)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLAL INDUSTRIES & INVESTMENTS LTD 3 AZRIELI CENTER, TRIANGLE TOWER 45TH FLOOR TEL AVIV, L3 67023		X		
Israel Infinity Venture Capital (Corporate General Partner)Ltd. 3 AZRIELI CENTER (TRIANGLE TOWER)42ND FL TEL-AVIV, L3 67023		X		
Infinity I Annex Fund (General Partner) Ltd. 3 AZRIELI CENTER (TRIANGLE TOWER) 42FL. TEL-AVIV, L3 67023		X		
FBR Infinity II Venture Partners Ltd. 3 AZRIELI CENTER (TRIANGLE TOWER) 42FL. TEL-AVIV, L3 67023		X		
IDB DEVELOPMENT CORP LTD 511 FIFTH AVENUE NEW YORK, NY 10017		X		
IDB HOLDING CORP LTD 666 THIRD AVENUE, 5TH FLOOR NEW YORK, NY 10017		X		
			X	

Dankner Nochi  
3 AZRIELI CENTER  
44TH FLOOR  
TEL AVIV, L3 67023

Bergman Shelly  
9 HAMISHMAR HA'EZRACHI STREET  
AFEKA  
TEL AVIV, L3 69697

X

Manor Ruth  
26 HAGDEROT STREET  
SAVYON, L3 56526

X

Livnat Avraham  
TAAVURA JUNCTION  
RAMLE, L3 72102

X

## Signatures

/s/ Boaz Simons, Clal Industries and Investments  
Ltd.

11/13/2007

\*\*Signature of Reporting Person

Date

/s/ Gonen Bieber, Clal Industries and  
Investments Ltd.

11/13/2007

\*\*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) Each Series B Convertible Non-Redeemable Preferred Share is convertible into 1,000 shares of Common Stock.

(2) The securities reported hereby (i.e., the Preferred Shares, the Warrants and the Convertible Promissory Notes) were sold for an aggregate purchase price of \$100,000.

(3) Following the transaction (see footnote 2 above), Clal Industries (see footnote 4 below) no longer has a direct ownership of the Issuer's securities. However, as previously reported on Form 3 and Form 4 filed by Clal Industries and the other reporting persons herein, Clal Industries may continue to be deemed to be the beneficial owner (and have indirect ownership) of additional securities of the Issuer. See the Schedule 13D (Amendment No. 3) filed by the reporting persons with the SEC on November 13, 2007.

(4) Clal Industries and Investments Ltd. ("Clal Industries") is a majority owned indirect subsidiary of IDB Holding Corporation Ltd. ("IDB Holding"), one of the reporting persons herein. The securities are held directly by Clal Industries, its wholly owned subsidiary, Clal Electronics Industries Ltd., and by Clal Venture Capital Fund L.P. whose general partner is Clal Venture Capital Fund Management Ltd., a majority owned subsidiary of Clal Industries

(5) The Convertible Promissory Notes are in the aggregate principal amount of \$349,893.48

(6) Not applicable.

### Remarks:

1. Each of the reporting person and the joint filers disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose.

2. Gil Milner and Gonen Bieber, authorized signatories of Clal Industries and Investments Ltd., for itself and on behalf of

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the other Reporting Persons.

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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