\square

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| 1. Title of Security | v (Instr. 3) | Table I - Nor | 1-Derivative S | ecurities Acqu | uired, Disp | osed of, or Benefi 4. Securities Acquired (A | , | Owned | 6. Ownership | 7. Nature | | |
|--|--------------|-----------------------|---------------------------|----------------------|----------------|---|--|---|-----------------|-----------|--|--|
| (City) | (State) | (Zip) | | | | | | Form filed by Mo Person | re than One Rep | orting | | |
| (Street) SAN DIEGO | CA | 92121 | 4. lf Am | nendment, Date of | Original Filed | (Month/Day/Year) | 6. Indi Line) X | vidual or Joint/Group Form filed by On | | | | |
| (Last) 3911 SORREN | (First) | (Middle) BOULEVARD | ACAI 3. Date 03/09/ | of Earliest Transac | ction (Month/E | 9ay/Year) | x | Officer (give title below) | | (specify | | |
| 1. Name and Address of Reporting Person [*] Hacksell Uli | | | | _ | | ^{ymbol} ICALS INC [| 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | |
| | | | | tion 30(n) of the In | vestment Con | Ipany Act of 1940 | | | | | | |

| . Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) | |

 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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|--------|-----|--|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (right to buy) | \$6.86 | 03/09/2007 | | A | | 55,000 | | (1) | 03/08/2017 | Common Stock | 55,000 | \$0 | 55,000 | D | |

Explanation of Responses:

1. 25% of the shares subject to the Stock Option vest and become exercisable on March 9, 2008. The remaining shares vest and become exercisable thereafter in 36 equal monthly installments.

<u>/s/ Uli Hacksell</u>

** Signature of Reporting Person

<u>03/13/2007</u> Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.