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ACCESSION NUMBER: 0001140361-05-006379

CONFORMED SUBMISSION TYPE: 8-K

PUBLIC DOCUMENT COUNT: 2

CONFORMED PERIOD OF REPORT: 20050816

ITEM INFORMATION: Unregistered Sales of Equity Securities

ITEM INFORMATION: Financial Statements and Exhibits

FILED AS OF DATE: 20050817

DATE AS OF CHANGE: 20050817

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: COLONIAL COMMERCIAL CORP

CENTRAL INDEX KEY: 0000021828

STANDARD INDUSTRIAL CLASSIFICATION: WHOLESALE-HARDWARE &

PLUMBING & HEATING EQUIPMENT & SUPPLIES [5070]

IRS NUMBER: 112037182

STATE OF INCORPORATION: NY

FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 8-K

SEC ACT: 1934 Act

SEC FILE NUMBER: 001-06663

FILM NUMBER: 051032203

BUSINESS ADDRESS:

STREET 1: 275 WAGARAW ROAD

CITY: HAWTHORNE

STATE: NJ

ZIP: 07506

BUSINESS PHONE: 973-427-8224

MAIL ADDRESS:

STREET 1: 275 WAGARAW ROAD

CITY: HAWTHORNE

STATE: NJ

ZIP: 07506

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<DESCRIPTION>COLONIAL COMMERCIAL CORP. 8-K 8-16-2005  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

AUGUST 16, 2005

Date of Report (Date of earliest event reported)

COLONIAL COMMERCIAL CORP.  
(Exact name of Registrant as Specified in Charter)

NEW YORK	1-6663	11-2037182
(State or other Jurisdiction of Incorporation)	Commission File Number)	(IRS Employer Identification No.)

275 WAGARAW ROAD, HAWTHORNE, NEW JERSEY	07506
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: 973-427-8224

120 NEW SOUTH ROAD, HICKSVILLE, NEW YORK	11801
(Address)	(Zip Code)

-----  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES

On August 16, 2005 Colonial Commercial Corp. (the "Company") issued the following number of shares of Common Stock to the following Directors upon the conversion of Convertible Preferred Stock owned by them. The shares of Convertible Preferred Stock were converted into shares of Common Stock on a one for one basis.

Name of Director - - - - -	Number of Common Shares Issued -----
William H. Koon	6,259
Bernard Korn	119,694
Jack Rose	48,371

The shares of Common Stock were issued pursuant to the exemption set forth in Section 3(a)(9) of the Securities Act of 1933.

On August 16, 2005 the Company issued a press release announcing the conversion of Convertible Preferred Stock to Common Stock by Directors of the Company. A copy of this press release is furnished as Exhibit 99.1 to this report.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

## (c) Exhibits

Exhibit No.	Description
99.1	Press Release dated August 16, 2005

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COLONIAL COMMERCIAL CORP.

-----  
(Registrant)

Date: August 17, 2005

/s/ Bernard Korn  
-----Bernard Korn  
Chairman of the Board  
and President/s/ William Salek  
-----William Salek  
Chief Financial Officer

## INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Press Release dated August 16, 2005

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For Immediate Release  
- - - - -

COLONIAL COMMERCIAL CORP. REPORTS THAT DIRECTORS HAVE CONVERTED CONVERTIBLE  
PREFERRED STOCK TO COMMON STOCK

HAWTHORNE, New Jersey (August 16, 2005) - Colonial Commercial Corp. ("Colonial") (OTC Bulletin Board: "CCOM," "CCOMP"), announced that directors of the Company have converted 174,324 shares of convertible preferred stock of the Company owned by them into 174,324 shares of common stock. As a result of the conversion there are now 4,382,488 shares of common stock outstanding.

The conversion reduces the number of outstanding shares of convertible preferred stock to 580,392, and under the Company's certificate of incorporation eliminates the rights of holders of convertible preferred stock as a separate class to elect three directors. Commencing at the next annual meeting of shareholders, all directors will be elected by holders of common stock and convertible preferred stock voting as one class on a share for share basis.

Convertible preferred stock is convertible into common stock on a share for share basis. In recent years, the convertible preferred stock has traded sporadically while there has been more liquidity in the common stock.

Colonial distributes heating, ventilating and air conditioning equipment ("HVAC"), parts and accessories, climate control systems, and plumbing supplies, primarily, in the New York metropolitan area through its Universal Supply Group, Inc. ("Universal"), American/Universal Supply Inc. ("American") and The RAL Supply Group, Inc. ("RAL") subsidiaries to HVAC contractors. These contractors purchase and install equipment and systems for residential, commercial and industrial users. Universal also provides control system design, custom control panel fabrication, technical field support, in-house training and climate control consultation for engineers and installers. It is a leader in the design of direct digital control systems and systems that control multi-location facilities through the Internet. Universal is headquartered in New Jersey, and, with its affiliates, operates out of seven locations in New Jersey; nine in New York and one in Pennsylvania.

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This press release includes statements that may constitute "forward-looking" statements, usually containing the words "believe",

"estimate", "project", "expect" or similar expressions. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that would cause or contribute to such differences include, but are not limited to, continued acceptance of the Company's products in the marketplace, competitive factors, dependence upon third-party vendors, and other risks detailed in the Company's periodic report filings with the Securities and Exchange Commission. By making these forward-looking statements, the Company undertakes no obligation to update these statements for revisions or changes after the date of this release.

FOR FURTHER INFORMATION, PLEASE CONTACT:  
BERNARD KORN, CEO, OR WILLIAM SALEK, CFO, AT (973) 427-8224

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