FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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
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| 1 | ss of Reporting Persor | | 2. Issuer Name and Ticker or Trading Symbol <u>AMERIGON INC</u> [ARGN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner |
|--------------------------------|---------------------------|----------|--------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (Last) 2120 AUSTIN A | (First) WE., SUITE 100 | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2005 | Officer (give title Other (specify below) below) |
| (Street) ROCHESTER HILLS | MI | 48309 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X 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. Transa Code (8) | ction | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 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) | | (1130.4) |
| Common Stock | 12/15/2005 | | J ⁽¹⁾ | | 2,135,182 | D | (1) | 0 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Number of 1. Title of Derivative 6. Date Exercisable and 8. Price of Derivative 3. Transaction 3A. Deemed 7. Title and Amount of 9. Number of 10. 11. Nature Securities Underlying Derivative Security (Instr. 3 and 4) derivative Securities Beneficially Conversion Date Execution Date Transaction Expiration Date (Month/Day/Year) Ownership of Indirect Derivative Security (Instr. 3) (Month/Day/Year) or Exercise Price of if any Code (Instr. Security (Instr. 5) Form: Direct (D) Beneficial (Month/Dav/Year) 8) Securities Ownership Acquired (A) or Disposed of (D) (Instr. 3, 4 Derivative or Indirect (I) (Instr. 4) Owned (Instr. 4) Following Reported Security Transaction(s) (Instr. 4) and 5) Amount or Date Exercisable Expiration Date Number of Shares v (A) Title Code (D) Series A Convertible Preferred Common J⁽³⁾ (2)12/15/2005 4 500 (2)2,686,567 (3) 0 D Stock Stock

Explanation of Responses:

1. All shares of common stock held by the reporting person were distributed to the members of the reporting person in connection with the dissolution of the reporting person.

2. Each share of Series A Convertible Preferred Stock was convertible into a number of shares of Common Stock equal to 1,000/1.675, and had no expirationg date.

3. All shares of Series A Convertible Preferred Stock held by the reporting person were distributed to the members of the reporting person in connection with the dissolution of the reporting person.

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|---|----------------------------------|-------------------|
| | <u>Paul Oster</u> | <u>12/15/2005</u> |
| | ** Signature of Reporting Person | 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.