[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

FORM 4 UNITED STATES SECURITIES AND EXCHANGE OMB Number: 3235-**COMMISSION**

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP OF SECURITIES**

OMB APPROVAL

0287

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Sand Scott R					2. Issuer Name and Ticker or Trading Symbol									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
					Ingen Technologies, Inc. [IGTG]							[1	X Director X 10% Owner			_X	
(Last) (First) (Middle) 35193 AVENUE "A", SUITE C					3. Date of Earliest Transaction (MM/DD/YYYY) 5/19/2008									X Officer (give title below) Other (specify below) Chairman & CEO				
YUCAIPA, CA 92399 (City) (State) (Zip))		4. If Amendment, Date Original Filed (MM/DD/YYYY)						F	(6. Individual or Joint/Group Filing (Check Applicable Line) _ X _ Form filed by One Reporting Person _ Form filed by More than One Reporting Person					
	T	able I	- Non-D)eriv	ati	ve S	ecur	ities	s Acq	ui	red, Di	ispos	se	d of, o	r Benefi	icially Own	ed	
1.Title of Security (Instr. 3)				2. Trans. Date		2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Ownership Form: Direct (D) or Indirect	Beneficial Ownership	
								Code	V	Amoun	O	(A) or (D) Price				(I) (Instr. 4)		
Common Stock, no par value				3	3/28/	8/2008		A (1)			1388888	89 A \$.0009		158	914601	D		
Ta	able II - I	Deriva	ative Sec	urit	ies	Ben	efici	ally			l (<i>e.g.</i> ,	, put	s,	calls,	warran	ts, options,	converti	ble
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	sion Trans. De cise Date Ex ive Date an	3A. Deemed Execution Date, if any		of		6. Date Exercisa and Expiration			sable 7. Title and			t of les ying ive	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	e V	(A)	(D)	Date Exer	cisable		xpiration ate	Title	oi N oi	lumber				

Explanation of Responses:

- (On March 19, 2008, Ingen Technologies, Inc.'s board of directors authorized the issuance of 138,888,889 shares
- 1) of common stock, no par value, to Mr. Sand in exchange for retirement of \$125,000 in debt owed by Ingen to Mr. Sand at May 15, 2008.

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Sand Scott R 35193 AVENUE "A", SUITE C YUCAIPA, CA 92399	X	X	Chairman & CEO				

Signatures

/s/ Scott R. Sand	5/28/2008
**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 control number.