

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 28, 2008

**INGEN TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

Georgia	000-28704	88-0429044
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(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)
35193 Avenue "A", Suite-C, Yucaipa, California		92399
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(Address of principal executive offices)		(Zip Code)

(800) 259-9622

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(Registrant's telephone number, including area code)

Not Applicable

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

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 (see General Instruction A.2. below):

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))

On May 19, 2008, the registrant's Board of Directors approved Resolution 2008.5 (Exhibit 99.1 below). Authority was granted for the company's transfer agent to issue a restricted Common Stock certificate in the amount of 138,888,889 shares to Chairman & CEO Scott R. Sand.

This stock is to be issued in exchange for the retirement of \$125,000 in debt owed by the company to Mr. Sand. The share calculation on May 19, 2008 was \$.0009; which was the share price as of that date. As May 15, 2008 the company owed Mr. Sand \$128,184; this leaves a balance of \$3,184 owed to Mr. Sand.

We see at least two benefits to the company in authorizing this resolution. One is that it puts more voting stock in the hands of our CEO and Chairman. After stock issuances authorized herein, Mr. Sand will own 31,275,960 preferred shares and 158,914,601 common shares. As of May 19, 2008 the total issued and outstanding common stock for the Company was 157,897,053. This would represent Mr. Sand's ownership at 78% of the Preferred Series A shares and 53.5% of the issued Common shares.

## **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.

*Dated: May 28, 2008                      Ingen Technologies, Inc.*

*By: /s/ Scott R. Sand*

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*Scott R. Sand,  
Chief Executive Officer and Chairman*

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## **TABLE OF EXHIBITS**

(All Exhibits have been properly signed by the parties. Original agreements are filed in our offices)

EXHIBIT NO.	DESCRIPTION
99.1	Ingen Technologies Board of Directors' Resolution 2008.5, dated May 19, 2008.

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## **EXHIBIT 99.1**

### **INGEN TECHNOLOGIES, INC.**

#### **DIRECTORS' RESOLUTION**

2008.5

BE IT KNOWN THAT, on the 19th day of May, 2008, at a duly constituted special meeting of the Directors of Ingen Technologies, Inc., the following resolution was voted and approved upon motion duly made and seconded:

Authority is granted for the company's transfer agent to issue a restricted Common Stock certificate in the amount of 138,888,889 shares to Chairman & CEO Scott R. Sand.

This stock is issued in exchange for the retirement of \$125,000 in debt owed by the company to Mr. Sand. The share calculation is \$.0009 which is the current stock price value as of May 19th, 2008. As of this date, the company owed Mr. Sand \$128,184; this leaves a balance of \$3,184 owed to Mr. Sand.

We see at least two benefits to the company in authorizing this resolution. One is that it puts more voting stock in the hands of our CEO and Chairman. After stock issuances authorized herein, Mr. Sand will own 31,275,960 preferred shares and 158,914,601 common shares. This is 78% of the outstanding preferred shares and 52% of the issued common shares.

**CERTIFICATION BY SECRETARY**

I am the Secretary of Ingen Technologies, Inc. I hereby certify that the foregoing is a true and correct copy of the Resolution adopted by the Board of Directors of Ingen Technologies, Inc. on May 19, 2008 in accordance with the provisions of our Bylaws.

IN WITNESS WHEREOF, I have this 14th day of March, 2008 subscribed my name as Secretary of Ingen Technologies, Inc. and have caused the corporate seal to be affixed hereto (if such a seal exists).

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**Secretary of Corporation**

(WAIVER OF NOTICE ON PAGE 2)

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**WAIVER OF NOTICE (2008.5)**

The undersigned Directors of Ingen Technologies, Inc. hereby waive notice of the special Directors' meeting held on May 19, 2008. We consent to all actions taken in the meeting. Faxed and electronic signatures are as valid as original signatures hereupon, and may be signed in counterparts.

**ABSTAINED**

Scott R. Sand

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Chris Wirth

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Stephen O'Hara

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John Finazzo

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Brad Klearman