

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>WHEELER THOMAS M</u> <hr/> (Last) (First) (Middle) 2120 AUSTIN AVENUE SUITE 100 <hr/> (Street) ROCHESTER MI 48309 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERIGON INC [ARGN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote 2 Below
	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	01/31/2006		C		1,343,284	A	(1)	1,863,180	I	See Footnote(2)

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Series A Convertible Preferred Stock	(3)	01/31/2006		C			2,250	(3)	(3)	Common Stock	1,343,284	(1)	2,250	I	See Footnote(2)

1. Name and Address of Reporting Person*
WHEELER THOMAS M

 (Last) (First) (Middle)
 2120 AUSTIN AVENUE
 SUITE 100

 (Street)
 ROCHESTER MI 48309

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TMW Enterprises Inc.

 (Last) (First) (Middle)
 2120 AUSTIN AVE.

 (Street)
 ROCHESTER MI 48309

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
W III H Partners, LP

 (Last) (First) (Middle)
 (City) (State) (Zip)

(Last) (First) (Middle)

C/O ROCKEFELLER & CO., INC.
30 ROCKEFELLER PLAZA, ROOM 5600

(Street)
NEW YORK NY 10112

(City) (State) (Zip)

Explanation of Responses:

1. 2,250 shares of Series A Convertible Preferred Stock were converted into common stock at a rate of 1,000/1.675 per share and no consideration or purchase price was required or paid.
2. Thomas M. Wheeler controls TMWE, the general partner of W III H which holds the reported securities which currently constitute a greater than 10% beneficial ownership interest of the issuer's outstanding shares of common stock and preferred stock (on an as-converted basis). Thomas M. Wheeler disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. TMWE disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
3. 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 expiration date.

Thomas M. Wheeler 01/31/2006

W III H Partners, LP By: TMW

Enterprises By: Robert T. Howard 01/31/2006

President

TMW Enterprises Inc., its

general partner By: Robert T. Howard 01/31/2006

President

** 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.