

IVESTER STEVEN
Form 4
December 30, 2005

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
IVESTER STEVEN

2. Issuer Name and Ticker or Trading Symbol
VOIP INC [VOII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1058 WATERSIDE CIRCLE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2005

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

WESTON, FL 33327
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 11,625,000 | D | |
| Common Stock | 02/03/2005 | | S | | 1,500 | D | \$ 2.10 ⁽²⁾ |
| Common Stock | 02/03/2005 | | P | | 1,300 | A | \$ 2.15 0 ⁽²⁾ |
| Common Stock | 02/04/2005 | | S | | 5,000 | D | \$ 2.15 0 ⁽²⁾ |

See Footnote (1)

See Footnote (1)

See Footnote (1)

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|---------|------------------------|------------------|-------------------------|
| Common Stock | 02/04/2005 | | S | 260 | D | \$ 2.16 | 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |
| Common Stock | 02/04/2005 | | P | 500 | A | \$ 2.17 | 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |
| Common Stock | 02/04/2005 | | P | 665 | A | \$ 2.14 | 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |
| Common Stock | 02/04/2005 | | P | 5,000 | A | \$ 2.15 | 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |
| Common Stock | 02/07/2005 | | S | 2,100 | D | \$ 2.15 | 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |
| Common Stock | 02/07/2005 | | P | 1,000 | A | \$ 2.1 | 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |
| Common Stock | 02/09/2005 | | P | 750 | A | \$ 1.9 | 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |
| Common Stock | 02/18/2005 | | P | 500 | A | \$ 1.84 | 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |
| Common Stock | 02/23/2005 | | P | 100 | A | \$ 1.76 | 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |
| Common Stock | 02/24/2005 | | P | 155 | A | \$ 1.74 | 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |
| Common Stock | 02/28/2005 | | P | 3,800 | A | \$ 6.44 | 146,410 ⁽²⁾ | I ⁽¹⁾ | See Footnote <u>(1)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Beneficial Ownership Following Reported Transaction (Instr. 5) |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| IVESTER STEVEN 1058 WATERSIDE CIRCLE WESTON, FL 33327 | | X | | |

Signatures

| | |
|------------------------------------|------------|
| /s/ Steven Ivester | 12/23/2005 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) Represents shares of Common Stock held of record in a nominee's name.
- (2) Reporting person has agreed to disgorge all profits attributed to such transactions in accordance with Rule 16(b), promulgated under the Securities and Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.