Edgar Filing: EVOLVING SYSTEMS INC - Form 4

| EVOLVING Form 4 December 12 | SYSTEMS IN | C | | | | | | | | | | |
|---|---|--|---|--|---|--------|---|--|--|---|--|--|
| FORM | 4 UNITEI | O STATES | CS SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | PPROVAL 3235-0287 | | |
| Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b). | er STATE 5. Filed p ^s Section 1' | 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 | | | | | | | | Expires:January 31, 2005Estimated average burden hours per response0.5 | | |
| (Print or Type R | esponses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> WARNECKE STEVE B | | | 2. Issuer Name and Ticker or Trading Symbol EVOLVING SYSTEMS INC [EVOL] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| (Last) (First) (Middle) C/O EVOLVING SYSTEMS, INC., 9777 PYRAMID COURT, SUITE 100 | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/10/2008 | | | | X_ Director10% Owner Officer (give titleOther (specify below) below) | | | | | |
| | (Street) | Filed(N | | | If Amendment, Date Original ed(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 | | | |
| | OD, CO 80112 | 2 | | | | | | Person | | porting | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-Do | erivative S | ecurit | ties Acq | uired, Disposed o | f, or Beneficial | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | ar) Executio any | | 3. Transactio Code (Instr. 8) Code V | | sposed | l of | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| Common Stock | 12/10/2008 | | | P | 18,500 | A | \$ 0.8 | 96,411 | I | by Wife | | |
| Common Stock | | | | | | | | 47,471 | D | | | |

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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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) | 4. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Unde Secur | rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|-----------------------|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Relationships **Reporting Owner Name / Address** 10% Owner Officer Other Director WARNECKE STEVE B C/O EVOLVING SYSTEMS, INC. Х 9777 PYRAMID COURT, SUITE 100 ENGLEWOOD, CO 80112 Signatures Anita T. Moseley, Attorney in Fact for Steve B. 12/11/2008 Warnecke **Signature of Reporting Person

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).

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.

Reporting Owners

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Date