EVOLVING SYSTEMS INC

Form 4

October 06, 2008

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

OMB

Check this box

3235-0287 Number: January 31, Expires:

2005

0.5

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

MOSELEY ANITA

Symbol **EVOLVING SYSTEMS INC**

[EVOL]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First)

3. Date of Earliest Transaction

Director 10% Owner

Sr. V.P. and General Counsel

(Middle)

(Month/Day/Year) 09/30/2008

X_ Officer (give title Other (specify below)

C/O EVOLVING SYSTEMS. INC., 9777 PYRAMID COURT,

SUITE 100

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

3.

X Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

ENGLEWOOD, CO 80112

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

or Amount (D) Price

4. Securities

Common Stock

09/30/2008

601

\$0 28,694 (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of	of Derivative	e Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	str. 8) Derivative Securities Acquired			Securities	(Instr. 5)	Bene
	Derivative							(Instr. 3 ar	nd 4)	Owne
	Security								Follo	
	•				(A) or					Repo
					Disposed					Trans
		of (D)							(Instr	
					(Instr. 3, 4, and 5)					
								Λ	nount	
									lount	
						Date Expirat Exercisable Date	Expiration	or Tiala Nama	no la cu	
							Date		mber	
				C 1 W	(A) (D)			of		
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MOSELEY ANITA C/O EVOLVING SYSTEMS, INC. 9777 PYRAMID COURT, SUITE 100 ENGLEWOOD, CO 80112

Sr. V.P. and General Counsel

Signatures

Anita T. 10/06/2008 Moseley

**Signature of Date
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).

Shares purchased in the Evolving Systems, Inc. Employee Stock Purchase Plan through regular payroll contributions. The purchase price of stock acquired pursuant to rights granted under the Plan is the lesser of: An amount equal to eighty-five percent (85%) of the fair

(1) market value of the stock on the Offering Date (July 1, 2008); or an amount equal to eighty-five percent (85%) of the fair market value of the stock on the Purchase Date (September 30, 2008). The purchase price of these shares was \$1.31 per share. This report is being filed voluntarily as the transaction is exempt from Section 16 reporting under Rule 16b-3(c).

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.

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