**MOSELEY ANITA** 

Form 4

September 08, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

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 \* **MOSELEY ANITA** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**EVOLVING SYSTEMS INC** 

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

(Month/Day/Year)

09/03/2009

[EVOL]

below) Sr. V.P. and General Counsel

C/O EVOLVING SYSTEMS, INC., 9777 PYRAMID COURT, **SUITE 100** 

(Street)

(State)

4. If Amendment, Date Original Filed(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

(Zip)

Table I. Non-Desiration Constitute Assuring Dispersed of an Desirable Constitution

CIN	JLI	_ vv	O	עע	', ι	$\mathcal{O}$	00	112

(City)	(State)	Table	e I - Non-D	erivative S	Securi	ities Acq	quired, Disposed (	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/03/2009		M	750	A	\$ 5.7	20,206 (1)	D	
Common Stock	09/03/2009		S	700	D	\$ 5.93	19,506	D	
Common Stock	09/03/2009		S	50	D	\$ 5.94	19,456	D	
Common Stock	09/04/2009		M	1,505	A	\$ 5.7	20,961	D	
	09/04/2009		S	800	D		20,161	D	

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Common Stock					\$ 5.93	
Common Stock	09/04/2009	S	100	D	\$ 5.94 20,061	D
Common Stock	09/04/2009	S	100	D	\$ 5.95 19,961	D
Common Stock	09/04/2009	S	400	D	\$ 5.96 19,561	D
Common Stock	09/04/2009	S	105	D	\$ 5.97 19,456	D

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

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(9-02)

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

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 5.7	09/03/2009		M	750	(3)	10/26/2009	Common Stock	750
Incentive Stock Option (right to buy)	\$ 5.7	09/04/2009		M	813	(3)	10/26/2009	Common Stock	813
Non-qualified Stock Option (right to buy)	\$ 5.7	09/04/2009		M	692	<u>(4)</u>	10/26/2009	Common Stock	692

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## **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. 09/08/2009 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).
- (1) This column reflects the number of shares owned by the reporting person after the 1-for-2 reverse stock split effective July 21, 2009.
- (2) The Reporting Person exercised options due to expire on October 26, 2009. The Company's trading window applicable to the Reporting Person will close on September 14, 2009.
- (3) 781 shares vested on January 27, 2004; the remaining 782 shares vested on April 27, 2004.
- (4) 10,156 shares vested on October 4, 2003; the remaining 781 shares vested on October 27, 2003.
- (5) Options are granted without payment of consideration.

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