#### **EVOLVING SYSTEMS INC**

Form 4

August 21, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 \* Ramlall Richard

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

**EVOLVING SYSTEMS INC** [EVOL]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 08/19/2013

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

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

(Street)

(State)

08/19/2013

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

ENGLEWOOD, CO 80112

1.Title of

Security

(Instr. 3)

Common

Stock

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

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

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

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

(A) Code V (D) Price Amount

Transaction(s) (Instr. 3 and 4)

Reported

Common 08/19/2013 M 3.500 38,000 Stock

(Month/Day/Year)

4,200 M

D

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.

42,200

**SEC 1474** (9-02)

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

 $\mathbf{D}$ 

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | Secu<br>Acqu<br>(A) (<br>Disp<br>(D)<br>(Inst | 6. Number 6. Date Exercisable and Expiration Date Expiration Date (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4, and 5) |                     | e                  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  | 3 3 ( |
|---|---|--------------------------------------|---|--|---|--|---------------------|--------------------|---|--|-------|
|   |   |                                      |   | Code V                                 | (A)   | (D)  | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |       |
| 062310<br>NQ<br>Stock<br>Option                     | \$ 3.92   | 06/23/2010                           |   | M                                      |   | 3,500  | 09/23/2010          | 06/22/2020         | Common<br>Stock   | 3,500                                  |       |
| 010612<br>NQ<br>Stock<br>Option                     | \$ 4.11   | 01/06/2012                           |   | M                                      |   | 4,200  | 04/06/2012          | 01/05/2022         | Common<br>Stock   | 4,200                                  |       |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |
| Ramlall Richard                |               |           |         |       |  |  |  |
| C/O EVOLVING SYSTEMS, INC.     | v             |           |         |       |  |  |  |
| 9777 PYRAMID CT., SUITE 100    | X             |           |         |       |  |  |  |
| ENGLEWOOD, CO 80112            |               |           |         |       |  |  |  |

## **Signatures**

Richard R.
Ramlall

\*\*Signature of Reporting Person

O8/21/2013

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) The options were granted without payment of consideration.

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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