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MPHASE TECHNOLOGIES INC  
Form SC 13G  
July 03, 2002

Schedule 13G

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

mPhase Technologies, Inc.

-----  
(Name of Issuer)

Common Stock, \$.01 par value

-----  
(Title of Class of Securities)

62472C 102

-----  
(CUSIP Number)

September 4, 2001

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 62472C 102

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Gustave T. Dotoli

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

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3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Norwalk, CT U.S.A.

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|           |    |   |
|-----------|----|---|
| NUMBER OF | 5. | SOLE VOTING POWER   |
| SHARES    |    | 3,701,366, including 791,366 shares and 2,910,000 options |

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|              |    |                     |
|--------------|----|---------------------|
| BENEFICIALLY | 6. | SHARED VOTING POWER |
|--------------|----|---------------------|

|          |  |                |
|----------|--|----------------|
| OWNED BY |  | 225,000 shares |
|----------|--|----------------|

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|           |    |   |
|-----------|----|---|
| EACH      | 7. | SOLE DISPOSITIVE POWER                                    |
| REPORTING |    | 3,701,366, including 791,366 shares and 2,910,000 options |

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|        |    |                          |
|--------|----|--------------------------|
| PERSON | 8. | SHARED DISPOSITIVE POWER |
|--------|----|--------------------------|

|      |  |                |
|------|--|----------------|
| WITH |  | 225,000 shares |
|------|--|----------------|

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,926,366

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.7%

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12. TYPE OF REPORTING PERSON\*

IN

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MATERIAL TO BE FILED AS EXHIBITS

Form 10-SB/Amendment No. 1, dated August 27, 1999 (incorporated by reference).

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 1, 2002

-----  
(Date)

/s/ Gustave T. Dotoli

-----  
(Signature)

Gustave T. Dotoli/Chief Operating Officer

-----  
(Name/Title)

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).