

Edgar Filing: MPHASE TECHNOLOGIES INC - Form 5

MPHASE TECHNOLOGIES INC

Form 5

August 15, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Smiley	Martin	S
-----	-----	-----
(Last)	(First)	(Middle)
c/o MPhase Technologies, Inc.		
587 Connecticut Avenue		

(Street)		
Norwalk	CT	06854
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

mPhase Technologies, Inc. (XDSL)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

August 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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

Chief Financial Officer

7. Individual or Joint/Group Filing
 (Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
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1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Amount	(A) or (D)	Price
Common Stock	8/8/01	P	5,000	A	\$1.02
Common Stock	8/9/01	P	2,000	A	\$.92
Common Stock	8/30/01	P	133,334	A	\$.50
Common Stock	10/2/01	P	66,666	A	\$.50
Common Stock	10/10/01	P	351,715	A	\$.10
Common Stock	11/08/01	P	1,165	A	\$.30
Common Stock	12/19/01	P	10,000	A	\$.37
Common Stock	12/28/01	P	333,334	A	\$.30
Common Stock	12/28/01	P	10,000	A	\$.30
Common Stock	12/28/01	P	12,000	A	\$.30
Common Stock	12/28/01	P	1,334	A	\$.30

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* If the form is filed by more than one Reporting Person, see Instruction 4(b) (v).

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

(Print or Type Responses)

(Over)

FORM 5 (continued)

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 Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr.8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Pr of De at Se it (I 5)
Employee Stock Option (right to buy)	\$.49	10/18/01	A V	200,000	10/18/01 10/6/06	Common Stock	50,000
Employee Stock Option (right to buy)	\$.31	12/29/01	A V	200,000	12/26/01 12/26/06	Common Stock	50,000
Employee Stock Option (right to buy)	\$.30	3/12/02	A V	75,000	3/12/02 3/12/07	Common Stock	50,000
Employee Stock Option (right to buy)	\$.30	6/28/02	A V	65,000	6/28/02 6/28/07	Common Stock	50,000
Common Stock Warrants (right to buy)	\$.30	12/15/01	A	330,000	12/15/01 12/15/06	Common Stock	330,000

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Explanation of Responses:

/s/ Martin Smiley

8-14-02

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

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