

INTERVOICE INC  
Form 4  
September 03, 2008

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROWN H DON**

(Last) (First) (Middle)  
17811 WATERVIEW PARKWAY  
(Street)

DALLAS, TX 75252

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INTERVOICE INC [INTV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP-HR & Real Estate

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	09/02/2008		D <sup>(1)</sup>	111,700 D \$ 8.25	0	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.**

SEC 1474 (9-02)

**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. 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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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
Employee Stock Option, Right to Buy	\$ 6.813	09/02/2008		D		25,000		<u>(2)</u>	06/13/2010	Common Stock	25,000
Employee Stock Option, Right to Buy	\$ 1.88	09/02/2008		D		14,250		<u>(2)</u>	04/22/2013	Common Stock	14,250
Stock Option (Right to Buy)	\$ 7.115	09/02/2008		D		40,000		<u>(2)</u>	08/20/2013	Common Stock	40,000
Stock Option Right to Buy	\$ 14.875	09/02/2008		D		15,000		<u>(2)</u>	08/17/2009	Common Stock	15,000
Stock Option Right to Buy	\$ 9.6875	09/02/2008		D		25,000		<u>(2)</u>	08/08/2010	Common Stock	25,000
Stock Option, Right to Buy	\$ 9.535	09/02/2008		D		35,000		<u>(2)</u>	07/13/2012	Common Stock	35,000
Stock Option, Right to Buy	\$ 1.015	09/02/2008		D		9,500		<u>(2)</u>	07/18/2012	Common Stock	9,500
Stock Option, Right to Buy	\$ 6.975	09/02/2008		D		35,000		<u>(2)</u>	07/13/2013	Common Stock	35,000
Stock Option,	\$ 9.105	09/02/2008		D		35,000		<u>(2)</u>	07/21/2014	Common Stock	35,000

