

MULTIBAND CORP
Form 4
February 28, 2013

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 *
CANNELL CAPITAL LLC

2. Issuer Name and Ticker or Trading Symbol
MULTIBAND CORP [MBND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
310 E. PEARL STREET, P.O. BOX 3459

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2013

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

(Street)
JACKSON, WY 83001

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

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock (Class A Shares)	02/26/2013		P		500	A	\$ 2.05	2,853,923	I <u>(1)</u> <u>(2)</u>	By partnerships and corporations <u>(1)</u> <u>(2)</u>
Common Stock (Class A Shares)	02/27/2013		P		20,485	A	\$ 2.1497	2,874,408	I <u>(1)</u> <u>(2)</u>	By partnerships and corporations <u>(1)</u> <u>(2)</u>

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., puts, calls, warrants, options, convertible 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)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANNELL CAPITAL LLC 310 E. PEARL STREET, P.O. BOX 3459 JACKSON, WY 83001		X		

Signatures

/s/ J. Carlo Cannell, on behalf of Cannell Capital LLC
Date: 02/28/2013

**Signature of Reporting Person 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) As of February 28, 2013, Tristan Offshore Fund Limited ("Tristan Offshore"), Tristan Partners, L.P. ("Tristan"), The Cuttyhunk Master Portfolio ("Cutty"), Tonga Partners, L.P. ("Tonga"), the Optima UCITS Umbrella Plc / Cannell UCITS Fund ("Cannell UCITS"), and sundry separately managed accounts ("Cannell SMAs" and collectively with Tristan Offshore, Tristan, Cutty, Cannell UCITS, and Tonga, the "Funds") owned in the aggregate (i) 2,874,408 shares of common stock, with no par value per share of Multiband, Inc.
- (2) Cannell Capital LLC acts as the investment adviser to Tristan Offshore, Cutty, the Cannell UCITS Fund, and the Cannell SMAs, and is the general partner of and investment adviser to Tristan and Tonga. Mr. J. Cannell is the sole managing member of Cannell Capital LLC. As a result, Mr. Cannell possesses sole power to vote and direct the disposition of all securities of the Company held by the Funds. Thus, for the purposes of Reg. Section 240.13d-3, as of February 28, 2013 Mr. Cannell is deemed to beneficially own 2,874,408 shares. Mr. Cannell's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Funds, if any. None of the Funds has a position larger than 5.0% of the shares outstanding of Multiband, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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