

Edgar Filing: MPHASE TECHNOLOGIES INC - Form 4

MPHASE TECHNOLOGIES INC
 Form 4
 February 07, 2001

 FORM 4

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

// CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4 OR
 FORM 5 OBLIGATIONS MAY
 CONTINUE. SEE
 INSTRUCTION 1(b).

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
 Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Smiley	Martin	S.	mPhase Technologies, Inc. (XDSL)	---
(Last)	(First)	(Middle)		X
c/o mPhase Technologies, Inc. 587 Connecticut Avenue			3. IRS or Social Security Number of Reporting Person (Voluntary)	---
(Street)			4. Statement for Month/Year	---
Norwalk	CT	06854		7.
(City)	(State)	(Zip)	5. If Amendment, Date of Original (Month/Year)	X

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED						
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amo Sec Ben Own of	
			Code	V	Amount	(A) or (D) Price
Common Stock	1/30/01	P			25,000	A \$2,00(1)

(1) Price includes the price of the Common Stock Warrants reported in Table II herein.

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Title	Amount or Number of Shares	ity (Instr. 5)	Bene- ficially Owned at End of Month (Instr. 4)	Secu- rity: Direct (D) or Indi- rect (I) (Instr. 4)	Own- ership (Instr. 4)
Common Stock	25,000	(1)	25,000	D	

Explanation of Responses:

**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 is insufficient, SEE Instruction 6 for procedure.

By: /s/ Mar

**(Signatur

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.