

UCN INC
Form 4
November 07, 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 *
BARNETT STEVE M

(Last) (First) (Middle)
666 DUNDEE ROAD STE 1704
(Street)

NORTHBROOK, IL 60062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UCN INC [UCNN]

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2008

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)

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 | 11/05/2008 | | A | | 60,000 | A | \$ 0 438,300 |
| | | | | | | D | |

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

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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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--------|--|------------------|---|--------|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Options | \$ 3.05 | 11/05/2008 | | D ⁽¹⁾ | | | 15,000 | <u>(1)</u> | 01/14/2009 | Common Stock | 15,000 |
| Employee Stock Options | \$ 3.05 | 11/05/2008 | | A ⁽¹⁾ | | 15,000 | | <u>(1)</u> | 11/05/2013 | Common Stock | 15,000 |
| Employee Stock Options | \$ 2.65 | 11/05/2008 | | D ⁽²⁾ | | | 5,000 | <u>(2)</u> | 01/12/2010 | Common Stock | 5,000 |
| Employee Stock Options | \$ 2.65 | 11/05/2008 | | A ⁽²⁾ | | 5,000 | | <u>(2)</u> | 11/05/2013 | Common Stock | 5,000 |
| Employee Stock Options | \$ 2 | 11/05/2008 | | D ⁽³⁾ | | | 27,500 | <u>(3)</u> | 11/08/2010 | Common Stock | 27,500 |
| Employee Stock Options | \$ 2 | 11/05/2008 | | A ⁽³⁾ | | 27,500 | | <u>(3)</u> | 11/05/2013 | Common Stock | 27,500 |
| Employee Stock Options | \$ 3.11 | 11/05/2008 | | D ⁽⁴⁾ | | | 27,500 | <u>(4)</u> | 11/07/2011 | Common Stock | 27,500 |
| Employee Stock Options | \$ 3.11 | 11/05/2008 | | A ⁽⁴⁾ | | 27,500 | | <u>(4)</u> | 11/05/2013 | Common Stock | 27,500 |
| Employee Stock Options | \$ 4.57 | 11/05/2008 | | D ⁽⁵⁾ | | | 35,000 | <u>(5)</u> | 11/07/2012 | Common Stock | 35,000 |
| Employee Stock Options | \$ 4.57 | 11/05/2008 | | A ⁽⁵⁾ | | 35,000 | | <u>(5)</u> | 11/05/2013 | Common Stock | 35,000 |
| Employee Stock Options | \$ 4.57 | 11/05/2008 | | D ⁽⁶⁾ | | | 25,000 | <u>(6)</u> | 11/26/2012 | Common Stock | 25,000 |
| Employee Stock Options | \$ 4.57 | 11/05/2008 | | A ⁽⁶⁾ | | 25,000 | | <u>(6)</u> | 11/05/2013 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARNETT STEVE M 666 DUNDEE ROAD STE 1704 NORTHBROOK, IL 60062 | | | X | |

Signatures

/s/ Steve Barnett 11/07/2008

__Signature of Date
Reporting Person

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) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on January 14, 2004 and provides was immediately vested at grant date.
 - (2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on January 12, 2005 and provides was immediately vested at grant date.
 - (3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 8, 2005 and 2,292 options vested one month after grant date while the remaining 25,208 options vested one year after grant date.
 - (4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 7, 2006 and fully vested one year from grant date.
 - (5) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 6, 2007 and fully vested one year from grant date.
 - (6) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 26, 2007 and fully vested one year from grant date.

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