

EVOLVING SYSTEMS INC
Form 4
November 30, 2012

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 *
OROS DAVID S

2. Issuer Name and Ticker or Trading Symbol
EVOLVING SYSTEMS INC
[EVOL]

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2012

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

C/O EVOLVING SYSTEMS, INC., 9777 PYRAMID CT., SUITE 100

(Street)

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

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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 | | | | 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 | (A) or (D) | | | | |
| Common Stock | 11/28/2012 | | M | | 3,500 | A | \$ 3.92 | 165,108 | D | |
| Common Stock | 11/28/2012 | | M | | 3,500 | A | \$ 3.48 | 168,608 | D | |
| Common Stock | 11/28/2012 | | M | | 3,150 | A | \$ 4.11 | 171,758 | D | |
| Common Stock | 11/28/2012 | | M | | 875 | A | \$ 5.45 | 172,633 | D | |
| | 11/28/2012 | | S | | 7,688 | D | | 164,945 | D | |

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Common Stock \$ 6.51
(1)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Option (right to buy) | \$ 3.92 ⁽²⁾ | 11/28/2012 | | M | 3,500 | 09/23/2010 06/22/2020 | Common Stock | 3,500 |
| NQ Stock Option (right to buy) | \$ 3.48 ⁽²⁾ | 11/28/2012 | | M | 3,500 | 09/17/2011 06/16/2021 | Common Stock | 3,500 |
| NQ Stock Option (right to buy) | \$ 4.11 ⁽²⁾ | 11/28/2012 | | M | 3,150 | 04/06/2012 01/05/2022 | Common Stock | 3,150 |
| NQ Stock Option (right to buy) | \$ 5.45 ⁽²⁾ | 11/28/2012 | | M | 875 | 09/20/2012 06/19/2022 | Common Stock | 875 |

