MOSELEY ANITA

Form 4 March 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **MOSELEY ANITA**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

EVOLVING SYSTEMS INC

(Check all applicable)

[EVOL]

03/15/2010

(Middle)

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

Director 10% Owner X_ Officer (give title Other (specify

Sr. V.P. and General Counsel

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

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

ENGLEWOOD, CO 80112

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative s	Securi	ities Acq	quired, Disposed	of, or Beneficial	lly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (Direct)	03/15/2010		M	2,000	A	\$ 5.7	25,136	D	
Common Stock (Direct)	03/15/2010		S	217	D	\$ 6.84	24,919	D	
Common Stock (Direct)	03/15/2010		S	1,783	D	\$ 6.83	23,136	D	

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Common Stock (Direct)	03/16/2010	M	1,300	A	\$ 5.7 24,436	D
Common Stock (Direct)	03/16/2010	S	1,300	D	\$ 6.83 23,136	D
Common Stock (Direct)	03/17/2010	M	2,000	A	\$ 5.7 25,136	D
Common Stock (Direct)	03/17/2010	S	2,000	D	\$ 6.9 23,136	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)

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)	Code Securities		6. Date Exer Expiration D (Month/Day/	ate	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)	\$ 5.7	03/15/2010		M <u>(1)</u>		2,000	<u>(2)</u>	07/27/2010	Common Stock	2,000
Employee Stock Option (right to buy)	\$ 5.7	03/16/2010		M <u>(1)</u>		1,300	<u>(2)</u>	07/27/2010	Common Stock	1,300
Employee Stock Option	\$ 5.7	03/17/2010		M <u>(1)</u>		2,000	(2)	07/27/2010	Common Stock	2,000

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MOSELEY ANITA C/O EVOLVING SYSTEMS, INC. 9777 PYRAMID COURT, SUITE 100 ENGLEWOOD, CO 80112

Sr. V.P. and General Counsel

Signatures

Anita T. 03/17/2010

**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).
- The exercise and sale of the shares reported in this Form 4 were effected pursuant to a selling plan dated December 11, 2009 that is intended to comply with Rule 10b5-1(c). Under the plan, Ms. Moseley may exercise up to 2,000 stock options each day over a period commencing December 14, 2009 and ending no later than May 14, 2010. An 8-K announcing the selling plan was filed with the SEC on December 14, 2009.
- (2) 6,803 shares vested on October 4, 2003; the remaining 3,092 shares fully vested on January 28, 2005.
- (3) Options are granted without payment of consideration.

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.

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