

INTERVOICE INC
Form 4
September 03, 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 *
Sherlock Francis G

(Last) (First) (Middle)
17811 WATERVIEW PARKWAY
(Street)

DALLAS, TX 75252

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERVOICE INC [INTV]

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2008

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)
Managing Dir., Intervoice Ltd.

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option, Right to Buy	\$ 1.88	09/02/2008			D			10,500	<u>(1)</u>	04/22/2013	Common Stock	10,500
Stock Option (Right to Buy)	\$ 7.115	09/02/2008			D			30,000	<u>(1)</u>	08/20/2013	Common Stock	30,000
Stock Option Right to Buy	\$ 14.875	09/02/2008			D			15,000	<u>(1)</u>	08/17/2009	Common Stock	15,000
Stock Option Right to Buy	\$ 9.6875	09/02/2008			D			7,500	<u>(1)</u>	08/08/2010	Common Stock	7,500
Stock Option, Right to Buy	\$ 9.535	09/02/2008			D			25,000	<u>(1)</u>	07/13/2012	Common Stock	25,000
Stock Option, Right to Buy	\$ 1.015	09/02/2008			D			7,000	<u>(1)</u>	07/18/2012	Common Stock	7,000
Stock Option, Right to Buy	\$ 6.975	09/02/2008			D			35,000	<u>(1)</u>	07/13/2013	Common Stock	35,000
Stock Option, Right to Buy	\$ 9.105	09/02/2008			D			30,000	<u>(1)</u>	07/21/2014	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Sherlock Francis G
17811 WATERVIEW PARKWAY
DALLAS, TX 75252

Managing Dir., Intervoice Ltd.

Signatures

/s/ Sherlock,
Francis G. 09/02/2008

__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).

Pursuant to the Merger Agreement, upon the agreement of the reporting person, each outstanding option to purchase shares of common (1) stock of Issuer, whether or not then vested, was cancelled automatically at the Effective Time of the Merger and thereafter represented only the right to receive the excess, if any, of (x) the per share merger consideration of \$8.25 over (y) the exercise price per share.

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.