

ALTIGEN COMMUNICATIONS INC
Form 4
December 12, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 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 *
WANGER LONG TERM
OPPORTUNITY FUND II, LP

2. Issuer Name and Ticker or Trading Symbol
ALTIGEN COMMUNICATIONS
INC [ATGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
401 N. MICHIGAN AVE., SUITE
1301

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2008

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

CHICAGO, IL 60611

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

(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 (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 | (A) or (D) | Price |
| Common Stock | 11/24/2008 | | P | | 3,275 | A | \$ 0.69 |
| Common Stock | 11/28/2008 | | P | | 26,364 | A | \$ 0.69 |
| Common Stock | 12/01/2008 | | P | | 2,200 | A | \$ 0.65 |
| Common Stock | 12/04/2008 | | P | | 1,726 | A | \$ 0.71 |
| Common Stock | 12/05/2008 | | P | | 4,780 | A | \$ 0.7 |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------|-----------|-------------------------|
| Common Stock | 12/08/2008 | P | 1,559 | A | \$ 0.75 | 1,618,693 | D <u>(1)</u> <u>(2)</u> |
| Common Stock | 12/09/2008 | P | 2,100 | A | \$ 0.7 | 1,620,793 | D <u>(1)</u> <u>(2)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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) | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WANGER LONG TERM OPPORTUNITY FUND II, LP 401 N. MICHIGAN AVE. SUITE 1301 CHICAGO, IL 60611 | | X | | |
| Wanger Investment Management, Inc. 401 N. MICHIGAN AVE. SUITE 1301 CHICAGO, IL 60611 | | X | | |
| WLTOF GP LLC 401 N. MICHIGAN AVE. SUITE 1301 CHICAGO, IL 60611 | | X | | |

Signatures

| | |
|--|------------|
| Wanger Long Term Opportunity Fund II, LP, for itself and as designee for the other Reporting Persons | 12/12/2008 |
| __Signature of Reporting Person | Date |
| WLTOF GP LLC, General Partner | 12/12/2008 |
| __Signature of Reporting Person | Date |
| /s/ Eric D. Wanger, Managing Member | 12/12/2008 |
| __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).

(1) Reporting Person Wanger Investment Management, Inc. ("WIM") manages investment portfolios for clients including Reporting Person Wanger Long Term Opportunity Fund II, LP ("WLTOF"). In that capacity, WIM has shared voting and dispositive power over the common stock of the Issuer ("Common Stock") held by WLTOF and accordingly is deemed to be a beneficial owner of such Common Stock for Section 16 reporting purposes. Except for such deemed beneficial ownership, WIM does not own any Common Stock or other equity securities of the Issuer. WIM disclaims beneficial ownership of the Common Stock reported hereunder.

(2) Reporting Person WLTOF GP LLC ("GP") is the general partner of WLTOF. In that capacity, GP has shared voting and dispositive power over the Common Stock held by WLTOF and accordingly is deemed to be a beneficial owner of such Common Stock for Section 16 reporting purposes. Except for such deemed beneficial ownership, GP does not own any Common Stock or other equity securities of the Issuer. GP disclaims beneficial ownership of the Common Stock reported hereunder except to the extent of its beneficial interest in WLTOF.

Remarks:

The Reporting Persons inadvertently failed to timely file a Form 4 in connection with the acquisition of shares of the common stock of the Issuer during the period beginning on November 24, 2008, when the Reporting Persons became 10% beneficial owners of the common stock of the Issuer, and ending on December 9, 2008. This Form 4 reports all such transactions.

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.