

INTERVOICE INC
Form 4
September 03, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOWELL DEAN

(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
____X____ Officer (give title below) ____ Other (specify below)

SVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 09/02/2008 | | D ⁽¹⁾ | 40,514 | D | \$ 8.25 | 0 |

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)**

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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 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 | \$ 6.813 | 09/02/2008 | | D | 12,500 | <u>(2)</u> | 06/13/2010 | Common Stock | 12,500 |
| Employee Stock Option, Right to Buy | \$ 1.88 | 09/02/2008 | | D | 7,125 | <u>(2)</u> | 04/22/2013 | Common Stock | 7,125 |
| Stock Option (Right to Buy) | \$ 7.115 | 09/02/2008 | | D | 20,000 | <u>(2)</u> | 08/20/2013 | Common Stock | 20,000 |
| Stock Option Right to Buy | \$ 14.875 | 09/02/2008 | | D | 7,500 | <u>(2)</u> | 08/17/2009 | Common Stock | 7,500 |
| Stock Option Right to Buy | \$ 9.6875 | 09/02/2008 | | D | 12,500 | <u>(2)</u> | 08/08/2010 | Common Stock | 12,500 |
| Stock Option, Right to Buy | \$ 9.535 | 09/02/2008 | | D | 35,000 | <u>(2)</u> | 07/13/2012 | Common Stock | 35,000 |
| Stock Option, Right to Buy | \$ 1.015 | 09/02/2008 | | D | 10,875 | <u>(2)</u> | 07/18/2012 | Common Stock | 10,875 |
| Stock Option, Right to Buy | \$ 6.975 | 09/02/2008 | | D | 30,000 | <u>(2)</u> | 07/13/2013 | Common Stock | 30,000 |
| Stock Option, | \$ 9.105 | 09/02/2008 | | D | 35,000 | <u>(2)</u> | 07/21/2014 | Common Stock | 35,000 |

Right to
Buy

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWELL DEAN 17811 WATERVIEW PARKWAY DALLAS, TX 75252 | | | SVP and General Counsel | |

Signatures

/s/ Howell, Dean 09/02/2008
C

__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).
- Pursuant to the Agreement and Plan of Merger, dated as of July 15, 2008 (the "Merger Agreement"), by and among the Issuer, Convergys Corporation and Dialog Merger Sub, Inc., these shares were converted into the right to receive a cash payment equal to the per share merger consideration of \$8.25.
- Pursuant to the Merger Agreement, upon the agreement of the reporting person, each outstanding option to purchase shares of common 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.