

UCN INC
Form 4/A
November 24, 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 *
FISHER BLAKE O JR

(Last) (First) (Middle)

2784 AMERICAN SADDLER
DRIVE

(Street)

PARK CITY, UT 84060

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UCN INC [UCNN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
11/06/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial 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 Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|------------------------------|------------------|------------------|------------------------|--------|------------------|-----------------|--------------|----------------------------|
| | | | | (A) | (D) | | | | |
| Employee Stock Options | \$ 2.25 | 11/05/2008 | D ⁽¹⁾ | | 30,000 | <u>(1)</u> | 09/29/2009 | Common Stock | 30,000 |
| Employee Stock Options | \$ 2.25 | 11/05/2008 | A ⁽¹⁾ | 30,000 | | <u>(1)</u> | 11/05/2013 | Common Stock | 30,000 |
| Employee Stock Options | \$ 2 | 11/05/2008 | D ⁽²⁾ | | 20,000 | <u>(2)</u> | 11/08/2010 | Common Stock | 20,000 |
| Employee Stock Options | \$ 2 | 11/05/2008 | A ⁽²⁾ | 20,000 | | <u>(2)</u> | 11/05/2013 | Common Stock | 20,000 |
| Employee Stock Options | \$ 3.11 | 11/05/2008 | D ⁽³⁾ | | 20,000 | <u>(3)</u> | 11/07/2011 | Common Stock | 20,000 |
| Employee Stock Options | \$ 3.11 | 11/05/2008 | A ⁽³⁾ | 20,000 | | <u>(3)</u> | 11/05/2013 | Common Stock | 20,000 |
| Employee Stock Options | \$ 4.2 | 11/05/2008 | D ⁽⁴⁾ | | 5,000 | <u>(4)</u> | 05/09/2012 | Common Stock | 5,000 |
| Employee Stock Options | \$ 4.2 | 11/05/2008 | A ⁽⁴⁾ | 5,000 | | <u>(4)</u> | 11/05/2013 | Common Stock | 5,000 |
| Employee Stock Options | \$ 4.57 | 11/05/2008 | D ⁽⁵⁾ | | 32,000 | <u>(5)</u> | 11/06/2012 | Common Stock | 32,000 |
| Employee Stock Options | \$ 4.57 | 11/05/2008 | A ⁽⁵⁾ | 32,000 | | <u>(5)</u> | 11/05/2013 | Common Stock | 32,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FISHER BLAKE O JR 2784 AMERICAN SADDLER DRIVE PARK CITY, UT 84060 | X | | | |

Signatures

Blake Fisher

11/24/2008

**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) This is an amendment to two previously reported transactions originally filed on Form 4 with the SEC on November 6, 2008 that involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on September 29, 2004 and provides for vesting in three equal annual installments commencing on September 29, 2005.

(2) This is an amendment to two previously reported transactions originally filed on Form 4 with the SEC on November 6, 2008 that involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 8, 2005 and 1,667 options vested on December 8, 2005 and the remaining 18,333 options vested on November 8, 2006.

(3) This is an amendment to two previously reported transactions originally filed on Form 4 with the SEC on November 6, 2008 that involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 7, 2006 and vested on November 7, 2007.

(4) This is an amendment to two previously reported transactions originally filed on Form 4 with the SEC on November 6, 2008 that involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on May 9, 2007 and vested immediately.

(5) This is an amendment to two previously reported transactions originally filed on Form 4 with the SEC on November 6, 2008 that involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 6, 2007 and became fully vested on November 6, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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