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MPHASE TECHNOLOGIES INC

Table II herein.

Form 4 February 07, 2001

 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). (Print or Type Responses)		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 3 Section 17(a) of the Public Utility Holding Company Act of 1935 Section 30(f) of the Investment Company Act of 1940						
1. Name and Ad	dress of Repor	ting Person*	2. Issuer Name AND Ticker or Trading Symbol mPhase Technologies, Inc. (XDSL)	6. I				
Smiley	Martin							
(Last)	(First)		3. IRS or Social Security 4. Statement for Number of Reporting Month/Year Person (Voluntary)					
c/o mPhase 587 Connect	Technologies, icut Avenue	Inc.		Exe Of:				
	(Street)		5. If Amendment,	/ •				
Norwalk	СТ	06854	Date of Original (Month/Year)					
		(Zip)	TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED					
		<pre>2. Trans- action Date (Month/</pre>	3. Trans- 4. Securities Acquired (A) 5. action or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)	Amo Seo Ber Owr				
		Day/ Year)	(A) or					
			Code V Amount (D) Price	(II				
Common Stock		1/30/01	P 25,000 A \$2,00(1)					
			tock Warrants reported in					

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Reminder: Report on a separate line for each class of securities beneficially owned directly or i * If the form is filed by more than one reporting person, SEE Instruction 4(b)(v). FORM 4 (CONTINUED) TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES) 1. Title of Derivative Security (Instr. 3) 2. Conver- 3. Trans- 4. Transac- 5. Number of Deriv- ative Securities Acceptable (Instr. 8) 2. Conver- 3. Trans- 4. Transac- 5. Number of Deriv- ative Securities Acceptable (Instr. 8) 4. Transac- 5. Number of Deriv- ative Securities Acceptable (Instr. 8) 5. Number of Deriv- ative Securities posed of (D) Price of (Month/ Deriv- Day/ ative Year) (Instr. 3, 4, and 5 Year) Security Code V (A) (D) Common Stock Warrants (right to buy) \$3.00 1/30/01 P 25,000 7. Title and Amount of Under- 8. Price 9. Number 10. Owner- 11. Nature of of Deriv- ship of InDeriv- ative Form direct
ative Securi- of DeSecur- ties rivative ficial of Inlying Securities (Instr. 3 and 4)

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Title	Amount or Number of Shares	ity (Instr. 5)	Bene- ficially Owned at End of Month (Instr. 4)	Secu- rity: Direct (D) or Indi- rect (I) (Instr. 4)	Own- ership (Instr. 4)
Common Stock	25,000	(1)	25,000	D	
Explanation of R	esponses:				

Note: File three copies of this Form, one of which must be manually signed. By: /s/ Mar 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.

**(Signatur

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).