

CALLWAVE INC
Form 3/A
October 07, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MURDOCK JERRY		(Month/Day/Year)	CALLWAVE INC [CALL]	
(Last)	(First)	(Middle)	09/29/2004	
INSIGHT CAPITAL PARTNERS,Â 680 FIFTH AVE 9TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	10/06/2004
			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
NEW YORK,Â NYÂ 10019				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,029,996	I ⁽¹⁾	See Note ⁽¹⁾

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Options	Â (2)	08/31/2004	Common Stock	18,335	\$ 10	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURDOCK JERRY INSIGHT CAPITAL PARTNERS 680 FIFTH AVE 9TH FLOOR NEW YORK, NY 10019	Â X	Â	Â	Â

Signatures

Jerry Murdock 10/06/2004
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The amount listed reflects the beneficial ownership of the Issuer's securities owned by Insight Venture Partners IV, L.P., Insight Venture Partners IV (Co-Investors), L.P., Insight Venture Partners IV (Fund B), L.P. and Insight Venture Partners IV (Cayman), L.P. (collectively, the "Insight Funds"), a portion of which may be deemed attributable to Mr. Murdock because Mr. Murdock is a member of
- (1) Insight Holdings Group, LLC ("Holdings"), the managing member of Insight Venture Associates IV, LLC, the sole general partner of the Insight Funds. Mr. Murdock disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, which is not readily determinable because it is subject to several variables, including the internal rate of returns and vesting of interests in the Insight Funds and Holdings.
 - (2) These Options were granted to Mr. Murdock as Director's compensation. Shares subject to the Options vest monthly over 24 months commencing on July 1, 2004.

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.