

UCN INC  
 Form 4  
 November 07, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**JARMAN PAUL**

(Last) (First) (Middle)  
 3726 E. BRIGHTON POINT DRIVE  
 (Street)

SANDY, UT 84121

(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)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Chief Executive Officer**

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of 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 (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	(Instr. 3, 4, and 5) (A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Options	\$ 2.7	11/05/2008	D <sup>(1)</sup>			74,161.75	<sup>(1)</sup>	05/10/2010	Common Stock
Employee Stock Options	\$ 2.7	11/05/2008	A <sup>(1)</sup>		74,161.75		<sup>(1)</sup>	11/05/2013	Common Stock
Employee Stock Options	\$ 5.39	11/05/2008	D <sup>(2)</sup>			18,540.5	<sup>(2)</sup>	05/10/2010	Common Stock
Employee Stock Options	\$ 5.39	11/05/2008	A <sup>(2)</sup>		18,540.5		<sup>(2)</sup>	11/05/2013	Common Stock
Employee Stock Options	\$ 2.7	11/05/2008	D <sup>(3)</sup>			37,081	<sup>(3)</sup>	05/10/2010	Common Stock
Employee Stock Options	\$ 2.7	11/05/2008	A <sup>(3)</sup>		37,081		<sup>(3)</sup>	11/05/2013	Common Stock
Employee Stock Options	\$ 2	11/05/2008	D <sup>(4)</sup>			87,015	<sup>(4)</sup>	06/01/2009	Common Stock
Employee Stock Options	\$ 2	11/05/2008	A <sup>(4)</sup>		87,015		<sup>(4)</sup>	11/05/2013	Common Stock
Employee Stock Options	\$ 2.5	11/05/2008	D <sup>(5)</sup>			150,000	<sup>(5)</sup>	11/08/2008	Common Stock
Employee Stock Options	\$ 2.5	11/05/2008	A <sup>(5)</sup>		150,000		<sup>(5)</sup>	11/05/2013	Common Stock
Employee Stock Options	\$ 2.5	11/05/2008	D <sup>(6)</sup>			150,000	<sup>(6)</sup>	11/08/2010	Common Stock
Employee Stock Options	\$ 2.5	11/05/2008	A <sup>(6)</sup>		150,000		<sup>(6)</sup>	11/05/2013	Common Stock
Employee Stock Options	\$ 2	11/08/2005	D <sup>(7)</sup>			75,000	<sup>(7)</sup>	11/08/2010	Common Stock

Employee Stock Options	\$ 2	11/05/2008	A <sup>(7)</sup>	75,000	(7)	11/05/2013	Common Stock
Employee Stock Options	\$ 3.5	11/05/2008	D <sup>(8)</sup>	225,000	(8)	03/07/2012	Common Stock
Employee Stock Options	\$ 3.5	11/05/2008	A <sup>(8)</sup>	225,000	(8)	11/05/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JARMAN PAUL 3726 E. BRIGHTON POINT DRIVE SANDY, UT 84121			Chief Executive Officer	

## Signatures

/s/ Paul Jarman                      11/07/2008  
 \*\*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).
- (1) The two reported transactions 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 January 1, 1999 and were immediatly vested upon grant.
- (2) The two reported transactions 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 January 1, 1999 and were immediatly vested upon grant.
- (3) The two reported transactions 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 January 1, 1999 and half vested on May 15, 1999 while the remaining half vested on May 15, 2000.
- (4) The two reported transactions 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 13, 1999 and were fully vested on June 1, 1999.
- (5) The two reported transactions 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 11, 2003 provides for vesting in three equal annual installments commencing on November 11, 2004.
- (6) The two reported transactions 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 were immediatly vested upon grant.
- (7) The two reported transactions 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 provides for vesting in three equal annual installments commencing on November 8, 2006.
- (8) The two reported transactions 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 March 7, 2007 and provides for vesting in three equal annual installments commencing on March 7, 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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