

MULTIBAND CORP
Form 4
April 09, 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 *
MARXE AUSTIN W &
GREENHOUSE DAVID M

(Last) (First) (Middle)

C/O SPECIAL SITUATIONS
FUNDS, 527 MADISON AVENUE,
SUITE 2600

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MULTIBAND CORP [MBND]

3. Date of Earliest Transaction
(Month/Day/Year)
04/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/03/2008 ⁽¹⁾ | | J ⁽¹⁾ | 526,666 ⁽³⁾ | A \$ 1.5 | 1,019,959 ⁽³⁾ | I ⁽³⁾ By Limited Partnerships ⁽³⁾ |
| Common Stock | 04/07/2008 | | S | 16,296 ⁽⁴⁾ | D \$ 1.8037 | 1,003,663 ⁽⁴⁾ | I ⁽⁴⁾ By Limited Partnerships ⁽⁴⁾ |
| Common Stock | 04/08/2008 | | S | 9,366 ⁽⁵⁾ | D \$ 1.75 | 994,297 ⁽⁵⁾ | I ⁽⁵⁾ By Limited Partnerships ⁽⁵⁾ |

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

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(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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Preferred Stock | \$ 1.5 | 02/08/2008 ⁽¹⁾ | | J ⁽¹⁾ | 7,900 | 07/31/2008 ⁽²⁾ | Common Stock | 526,666 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022 | | X | | |

Signatures

Austin W.
Marxe 04/09/2008
 **Signature of Reporting Person Date

David M.
Greenhouse 04/09/2008
 **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) Pursuant to the Registration Rights Agreement, all Preferred Shares were mandatorily converted into Common Stock as of February 3, 2008.
- (2) None

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This is a joint filing by Austin W. Marx (Marx) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP). 1,019,959 shares of Common Stock and 0 Preferred Stk convertible into 0 shares of Common Stock are owned by QP. The interest of Marx and Greenhouse in the shares of Common Stock, and Preferred owned by QP is limited to the extent of his pecuniary interest. The 1,019,959 shares of common stock include 13,269 dividend shares.

(3) This is a joint filing by Austin W. Marx (Marx) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP). 1,019,959 shares of Common Stock and 0 Preferred Stk convertible into 0 shares of Common Stock are owned by QP. The interest of Marx and Greenhouse in the shares of Common Stock, and Preferred owned by QP is limited to the extent of his pecuniary interest.

(4) This is a joint filing by Austin W. Marx (Marx) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP). 994,297 shares of Common Stock and 0 Preferred Stk convertible into 0 shares of Common Stock are owned by QP. The interest of Marx and Greenhouse in the shares of Common Stock, and Preferred owned by QP is limited to the extent of his pecuniary interest.

(5) 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.