

ALTIGEN COMMUNICATIONS INC
Form 4
March 02, 2009

FORM 4

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

OMB APPROVAL

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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 *
WANGER LONG TERM
OPPORTUNITY FUND II, LP

2. Issuer Name and Ticker or Trading Symbol
ALTIGEN COMMUNICATIONS
INC [ATGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
401 N. MICHIGAN AVE., SUITE
1301

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2009

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

CHICAGO, IL 60611

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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		
				Code V	Amount		
Common Stock	02/26/2009		P	15,000	A \$ 0.85	1,667,893	D (1) (2) (3)
Common Stock	02/27/2009		P	300	A \$ 0.847	1,668,193	D (1) (2) (3)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WANGER LONG TERM OPPORTUNITY FUND II, LP 401 N. MICHIGAN AVE. SUITE 1301 CHICAGO, IL 60611		X		
Wanger Investment Management, Inc. 401 N. MICHIGAN AVE. SUITE 1301 CHICAGO, IL 60611		X		
WLTOF GP LLC 401 N. MICHIGAN AVE. SUITE 1301 CHICAGO, IL 60611		X		
Wanger Eric 401 N. MICHIGAN AVE. SUITE 1301 CHICAGO, IL 60611		X		

Signatures

Wanger Long Term Opportunity Fund II, LP, for itself and as designee for the other Reporting Persons		03/02/2009
_____ **Signature of Reporting Person		Date
Wanger Investment Management, Inc.		03/02/2009
_____ **Signature of Reporting Person		Date
WLTOF GP LLC		03/02/2009

__Signature of Reporting Person

Date

/s/ Eric D. Wanger

03/02/2009

__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).

Reporting Person Wanger Investment Management, Inc. ("WIM") manages investment portfolios for clients including Reporting Person Wanger Long Term Opportunity Fund II, LP ("WLTOF"). In that capacity, WIM has shared voting and dispositive power over the
(1) common stock of the Issuer ("Common Stock") held by WLTOF and accordingly is deemed to be a beneficial owner of such Common Stock for Section 16 reporting purposes. Except for such deemed beneficial ownership, WIM does not own any Common Stock or other equity securities of the Issuer. WIM disclaims beneficial ownership of the Common Stock reported hereunder.

Reporting Person WLTOF GP LLC ("GP") is the general partner of WLTOF. In that capacity, GP has shared voting and dispositive power over the Common Stock held by WLTOF and accordingly is deemed to be a beneficial owner of such Common Stock for Section
(2) 16 reporting purposes. Except for such deemed beneficial ownership, GP does not own any Common Stock or other equity securities of the Issuer. GP disclaims beneficial ownership of the Common Stock reported hereunder except to the extent of its beneficial interest in WLTOF.

Reporting Person Eric D. Wanger ("Mr. Wanger") controls WLTOF through (a) GP, of which Mr. Wanger is managing member, and (b)
(3) WIM, in which the Reporting Person has an interest and which provides investment management services to WLTOF. In those capacities, he is deemed to be the beneficial owner of such Common Stock for Section 16 reporting purposes. Mr. Wanger disclaims beneficial ownership of the Common Stock reported hereunder except to the extent of his beneficial interest in WLTOF.

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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