

SONIC FOUNDRY INC  
Form 4  
February 23, 2007

**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 \*  
**KOPKO FREDERICK H JR**

(Last) (First) (Middle)  
  
20 N. WACKER DRIVE  
  
(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SONIC FOUNDRY INC [SOFO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2007

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)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/21/2007                           | (1)  | M                              |   | 160,000   | A  | 2   |
| Common Stock                    | 02/21/2007                           | (1)  | D                              |   | 56,917  | D  | \$ 4.23   |
|                                 |                                      |  |                                |   |   |  | 343,192   |
|                                 |                                      |  |                                |   |   |  | 286,275   |

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

**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.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Security (Instr. 3 and 4) | 8. Number of Shares or Units |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   |                              |
| Non-Employee Director Stock Option Plan    | \$ 1.094   | 02/21/2007                           |  | X                              | 40,000  | 12/20/2001   | 12/20/2010      | Common Stock  | 40,000                       |
| Non-Employee Director Stock Option Plan    | \$ 2.5   | 02/21/2007                           |  | X                              | 20,000  | 10/15/1998   | 10/15/2007      | Common Stock  | 20,000                       |
| Non-Employee Director Stock Option Plan    | \$ 2   | 02/21/2007                           |  | X                              | 20,000  | 05/24/2002   | 05/24/2011      | Common Stock  | 20,000                       |
| Non-Employee Director Stock Option Plan    | \$ 1.75  | 02/21/2007                           |  | X                              | 20,000  | 05/09/2003   | 05/09/2012      | Common Stock  | 20,000                       |
| Non-Employee Director Stock Option Plan    | \$ 1.03  | 02/21/2007                           |  | X                              | 20,000  | 07/29/2004   | 07/29/2013      | Common Stock  | 20,000                       |
| Non-Employee Director Stock Option Plan    | \$ 1.34  | 02/21/2007                           |  | X                              | 20,000  | 05/24/2005   | 05/24/2014      | Common Stock  | 20,000                       |
| Non-Employee Director Stock Option Plan    | \$ 1.23  | 02/21/2007                           |  | X                              | 20,000  | 05/12/2006   | 05/12/2015      | Common Stock  | 20,000                       |
| Non-Employee Director Stock Option Plan    | \$ 1.74  |                                      |  |                                |   | 03/15/2007   | 03/15/2016      | Common Stock  | 20,000                       |
| Non-Employee Director Stock Option Plan    | \$ 4.19  |                                      |  |                                |   | 03/15/2000   | 03/15/2009      | Common Stock  | 20,000                       |
| Non-Employee Director Stock Option Plan    | \$ 59.88   |                                      |  |                                |   | 03/24/2001   | 03/24/2010      | Common Stock  | 20,000                       |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director   10% Owner   Officer   Other

KOPKO FREDERICK H JR  
20 N. WACKER DRIVE            X  
CHICAGO, IL 60606

## Signatures

Frederick H.  
Kopko, Jr.                            02/23/2007

\_\_Signature of Reporting            Date  
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) N/A
- (2) Various - See Table II
- (3) N/A - Issued pursuant to Non-Employee Director Stock Option Plan

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.