Edgar Filing: MPHASE TECHNOLOGIES INC - Form 4

Lugarri		0-101114					
MPHASE TECHNOLOGIES INC Form 4 April 06, 2006							
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL 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 OMB Number: January 31, 2005 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1935 or Section 1940 Stimated average burden hours per response 0.5							
(Print or Type Responses)							
1. Name and Address of Reporting Person <u></u> DURANDO RONALD A	2. Issuer Name and Ticker or Trading Symbol MPHASE TECHNOLOGIES INC [XDSL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 43 ALEXANDER AVE	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2006	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) President and CEO					
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NUTLEY, NJ 07110		Form filed by More than One Reporting Person					
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	uired, Disposed of, or Beneficially Owned					
	emed 3. 4. Securities Acquired	5. Amount of Securities 6. 7. Nature of Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)					
Common 04/05/2006 Shares	P 25,000 A ^{\$} 0.275	21,927,000 D					

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.

 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. Transact Code (Instr. 8)	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Under Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addr	ess	Relationships					
	Director	10% Owner	Officer	Other			
DURANDO RONALD A 43 ALEXANDER AVE NUTLEY, NJ 07110	Х	Х	President and CEO				
Signatures							
Ronal A. Durando	04/06/2006						
<u>**</u> 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).

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.