MPHASE TECHNOLOGIES INC

Form 4

January 04, 2007

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

Shares

(Print or Type Responses)

	Address of Reporting Person O RONALD A	Symbol MPHASE TECI	d Ticker or Trading HNOLOGIES INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
		[XDSL]		(- PF	
(Last)	(First) (Middle	or Built of Builtiest	Transaction	_X_ Director _X_ Officer (give title	X 10% Owner e Other (specify	
43 ALEXANDER AVE		01/04/2007	(Month/Day/Year) 01/04/2007		below) nt and CEO	
	(Street)	4. If Amendment, D	ate Original	6. Individual or Joint/	Group Filing(Check	
		Filed(Month/Day/Yea	ar)	Applicable Line)	D	
NUTLEY,	NJ 07110			_X_ Form filed by One l Form filed by More Person	1 0	
(City)	(State) (Zip)	Table I - Non-	Derivative Securities A	quired, Disposed of, or	Beneficially Owned	
1.Title of	2. Transaction Date 2A.	Deemed 3.	4. Securities Acquired	5. Amount of 6.	Ownership 7. Nature of	
Security	• • • • • • • • • • • • • • • • • • • •		ion(A) or Disposed of (D		orm: Direct Indirect	
(Instr. 3)	any	Code	(Instr. 3, 4 and 5)	•	o) or Beneficial	
	(IVIC	onth/Day/Year) (Instr. 8)			direct (I) Ownership on (Instr. 4)	
		Code \	(A) or / Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)	(
Common	01/04/2007	P	3,000 A \$ 0.184	22,010,006 D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

0.186

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	nt of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
FS	Director	10% Owner	Officer	Other		
DURANDO RONALD A 43 ALEXANDER AVE NUTLEY, NJ 07110	X	X	President and CEO			

Signatures

Ronald A.
Durando

**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.

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