

Edgar Filing: MPHASE TECHNOLOGIES INC - Form 4

MPHASE TECHNOLOGIES INC
 Form 4
 February 07, 2001

 FORM 4

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

// 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

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
 Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Biderman	Abraham		mPhase Technologies, Inc. (XDSL)	X
(Last)	(First)	(Middle)		--
5624 17th Avenue			3. IRS or Social Security Number of Reporting Person (Voluntary)	---
(Street)			4. Statement for Month/Year	7.
Brooklyn, NY 11204			January 2001	
(City)	(State)	(Zip)	5. If Amendment, Date of Original (Month/Year)	<u>X</u>

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount or Price (A) or (D)	6. (In and)
		Code V	Amount (A) or (D)	Price	
Common Stock	1/31/01	P	5,000	\$2.00 (1)	5,

(1) Price includes the price of the Common Stock Warrants reported in Table II herein.

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

FORM 4 (CONTINUED)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
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Code V (A) (D)

Common Stock Warrants (right to buy)	\$3.00	1/31/01	P	5,000
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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 8)	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Derivative Security	11. Nature of Beneficial Ownership
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Title	Amount or Number of Shares	5)	Owned at End of Month (Instr. 4)	Direct (D) or Indi- rect (I) (Instr. 4)	(Instr. 4)
Common Stock	5,000	(1)	5,000	D	

Explanation of Responses:

By: /s/ Abraham

**Intentional misstatements or omissions of facts constitute
Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of

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.