## Edgar Filing: EVOLVING SYSTEMS INC - Form 4

	SYSTEMS II	NC									
Form 4 November 04	4. 2004										
								OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549					E COMMISSION	OMB Number:	Number:3235-0287Expires:January 31, 2005Estimated average burden hours per response0.5				
Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er <b>STAT</b> 6. Filed j <sup>15</sup> Section 1	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 20(b) of the Investment Company Act of 1040									
(Print or Type R	Responses)										
HALLENBECK GEORGE A Syn EV			Symbol	Name and ING SYS		-	Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) /ING SYSTE MT. PYRAMI JITE 100		3. Date of (Month/Da 11/02/20	•	nsaction		X Director X Officer (give below) Cha		6 Owner er (specify		
	(Street)	Street) 4. If Amen Filed(Month			e Original		Applicable Line)	<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>			
ENGLEWO	OD, CO 8011	2					Form filed by M Person				
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities	Acquired, Disposed of	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Stock				Code V	Amount	or	Transaction(s) (Instr. 3 and 4) 762,688	D			
Reminder: Repo	ort on a separate	line for each c	lass of secur	ities benefic	cially owne	d directly	v 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.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.64	11/02/2004		A	25,000	<u>(1)</u>	11/01/2014	Common Stock	25,000

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HALLENBECK GEORGE A C/O EVOLVING SYSTEMS, INC. 9777 MT. PYRAMID COURT, SUITE 100 ENGLEWOOD, CO 80112	Х		Chairman & CTO			
Signatures						
Anita T. Moseley, Attorney in Fact for Georg Hallenbeck	e A.		11/03/2004			
<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).
- (1) 100% of the shares vest in sixteen quarterly installments beginning February 2, 2005.
- (2) Employee stock options are granted without payment of consideration.

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.