

Smith Arthur L  
 Form 4  
 February 10, 2010

**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 \*  
 Smith Arthur L

2. Issuer Name and Ticker or Trading Symbol  
 ATSI COMMUNICATIONS INC/DE [ATXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 8600 WURZBACH, SUITE 700W  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/01/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

SAN ANTONIO, TX 78240

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value per share	01/01/2007		A/K <sup>(1)</sup>		195,750	A	\$ 0 870,152
Common Stock, \$.001 par value per share	08/15/2007		A		275,000	A	\$ 0 1,145,152
Common Stock,	07/16/2009		A		885,737	A	\$ 0 2,030,889

\$.001 par  
value per  
share

Series H  
Preferred  
Stock  
\$.001 par  
value per  
share

01/01/2007

D/K<sup>(1)</sup>

195,750

D \$ 0 0

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.**

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(9-02)

**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. 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 Underlying Security (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	
Option to purchase common stock	\$ 0.21	08/15/2007		A		150,000		08/15/2007	08/15/2017	Common Stock, \$.001 par value per share
Option to purchase common stock	\$ 0.21	08/15/2007		A		150,000		08/15/2008	08/15/2017	Common Stock, \$.001 par value per share
Option to purchase common stock	\$ 0.21	08/15/2007		A		150,000		08/15/2009	08/15/2017	Common Stock, \$.001 par value per share
Option to purchase common stock	\$ 0.16	07/16/2009		D/K <sup>(2)</sup>		945,000		09/29/2007	09/29/2015	Common Stock, \$.001 par value per share
	\$ 0.21	07/16/2009		D/K <sup>(2)</sup>		300,000		09/26/2009	09/26/2016	

Option to purchase common stock	Exercise Price	Grant Date	Expiration Date	Number of Shares	Option Type	Number of Shares	Expiration Date	Option Type	Par Value per Share
Option to purchase common stock	\$ 0.21	07/16/2009		450,000	D/K <sup>(2)</sup>		08/15/2009	08/15/2017	Common Stock, \$.001 par value per share
Option to purchase common stock	\$ 0.04	07/16/2009		945,000	A/K <sup>(2)</sup>		07/16/2009	09/29/2015	Common Stock, \$.001 par value per share
Option to purchase common stock	\$ 0.04	07/16/2009		300,000	A/K <sup>(2)</sup>		07/16/2009	09/26/2016	Common Stock, \$.001 par value per share
Option to purchase common stock	\$ 0.04	07/16/2009		450,000	A/K <sup>(2)</sup>		07/16/2009	08/16/2017	Common Stock, \$.001 par value per share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Arthur L 8600 WURZBACH, SUITE 700W SAN ANTONIO, TX 78240	X		President & CEO	

## Signatures

Arthur L. Smith                      02/10/2010

\*\*Signature of                      Date  
Reporting 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) Pursuant to conversion of Series H Preferred Stock
- (2) Pursuant to repricing of options on 7/16/2009

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.