#### MPHASE TECHNOLOGIES INC

Form 5/A August 17, 2007

FORM 5

#### **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **DOTOLI GUSTAVE T** Symbol MPHASE TECHNOLOGIES INC (Check all applicable) [XDSL] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_ Director 10% Owner Other (specify \_X\_\_ Officer (give title (Month/Day/Year) below) below) 06/30/2007 **Chief Operating Officer** C/O MPHASE TECHNOLOGIES INC, 587 CONNECTICUT AVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) 08/17/2007 NORWALK. CTÂ 06854 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 5. Amount of 7. Nature of 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) (A) Fiscal Year (I) or (Instr. 3 and 4) (Instr. 4) (D) Price Amount Common Â 04/19/2007 **\$** (1) 03/28/2006 A4 17,030,267 3,000,000 D Stock Reminder: Report on a separate line for each class of Persons who respond to the collection of information **SEC 2270** contained in this form are not required to respond unless securities beneficially owned directly or indirectly. (9-02)

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 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)		te	7. Title and A Underlying S (Instr. 3 and	Securities
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call Option	\$ 0.21	08/24/2006	Â	A4	1 Â	08/24/2006	08/24/2011	Common Stock	900,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DOTOLI GUSTAVE T C/O MPHASE TECHNOLOGIES INC 587 CONNECTICUT AVE NORWALK, CT 06854	ÂX	Â	Chief Operating Officer	Â		

# **Signatures**

/s/ Gustave T
Dotoli

\*\*Signature of Reporting Person

08/15/2007

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) Performance Grant approved by the Board of Directors

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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