MPHASE TECHNOLOGIES INC

Form 4 August 10, 2001

	/-	OMB APPROVA	,
	/ / : / : / :		3235-0287 / 31, 2001 / burden /
++ FORM 4 ++ [_] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses)	WASHINGTO STATEMENT OF CHANGES Filed pursuant to Section Exchange Act of 1934 Public Utility Holding	on 16(a) of the Se , Section 17(a) of g Company Act of 1	ERSHIP curities the 935 or
1. Name and Address of Re	porting Person*		
Smiley	Martin		s.
(Last)	(First)	(1	Middle)
C/O mPhase Technolgies, In 587 Connecticut Avenue	c.		
	(Street)		
Norwalk	CT		06854
(City)	(State)		(Zip)
2. Issuer Name and Ticker	or Trading Symbol mPhas	e Technolgies, Inc	. (XDSL)
(voluntary)		on, if an entity	
4. Statement for Month/Ye	-		
5. If Amendment, Date of	Original (Month/Year)		

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director	_X_ Officer (give tit	le below)		10% Owner		fy below)	
	d by One Report d by More than	ing Person One Report	ing E	Person	Beneficial	lv Owned	
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/	3. Trans- action Code (Instr. 8)		4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)		(A) 5.	5. Amount of Securities Beneficiall Owned at End of
	Year)	Code	V		(D)		Month (Instr. 3 a
Common Stock							82 , 500
Common Stock		P 		2,000	A	\$0.90	

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

* If the form is filed by more than one reporting person, see Instruction $4\left(b\right)\left(v\right)$.

FORM 4 (continued)

Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Employee Stock Option (right to \$5.0625 10/6/00 buy)	t	4. Transac- tion Code (Instr. 8)		
buy) Employee Stock Option (right to \$5.0625 10/6/00 buy) Employee Stock Option (right to \$1.4688 12/29/00 buy) Employee Stock Option (right to \$1.05 4/17/01 buy) Employee Stock Option (right to \$1.05 4/17/01 buy) Table IIDerivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exer 7. Title and Amount of Cisable and Underlying Securit Expiration (Instr. 3 and 4) Date	Code	V		
Employee Stock Option (right to \$5.0625 10/6/00 buy) Employee Stock Option (right to \$1.4688 12/29/00 buy) Employee Stock Option (right to \$1.05 4/17/01 buy) Employee Stock Option (right to \$1.05 4/17/01 buy) Table IIDerivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exer- 7. Title and Amount of Cisable and Underlying Securit Expiration (Instr. 3 and 4) Date	А	V		
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(e.g., puts, calls, warrants, options, convertible securities) 6. Date Exer- 7. Title and Amount of cisable and Underlying Security Expiration (Instr. 3 and 4) Date				
6. Date Exer- 7. Title and Amount of cisable and Underlying Security Expiration (Instr. 3 and 4) Date	lly Owned			
Year)		Price of Solution of Derivative Security (Instr. 5)	9. Num of ati Sec iti Ber fic	

Date Expira- Amount or Exer- tion Title Number of Cisable Date Shares

at En of Month (Inst

2/21/01(1)	8/21/10	Common Stock	125,000	125,0
 10/6/00	10/6/10	Common Stock	30,000	 30,0
 12/29/00	12/29/10	Common Stock	60,000	 60 , 0
 4/17/01	4/17/11	Common Stock	80,000	 205,0
 4/17/01	4/17/11	Common Stock	125,000	

Explanation of Responses:

(1) Vests 25% every six months commencing six months from the date of grant.

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.

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).