Edgar Filing: Goff Michael Colburn - Form 4

Goff Michael Form 4	l Colburn										
December 13	, 2011										
FORM	1								OMB A	PPROVAL	
	STATES			ND EXC D.C. 205		COMMISSION	OMB Number:	3235-0287			
Check thi if no long subject to Section 10 Form 4 or	er STATEN 6.			SECUR	ITIES			NERSHIP OF	Expires: Estimated a burden hou response		
Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)										
1. Name and Address of Reporting Person <u>*</u> Goff Michael Colburn			2. Issuer Name and Ticker or Trading Symbol BOINGO WIRELESS INC [WIFI]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction (Cl				(Checl	eck all applicable)			
C/O BOINGO WIRELESS, INC., 10960 WILSHIRE BLVD. SUITE 800			(Month/Day/Year) 12/12/2011					Director 10% Owner X_ Officer (give title Other (specify below) SVP Strategy and Development			
	(Street) 4. If Amendm Filed(Month/D				-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LOS ANGE	LES, CA 90024							Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Dee Execution any (Month/Day/Year)			1			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	12/12/2011			М	25,000	А	\$ 0.75	25,043	D		
Common Stock	12/12/2011			S	25,000	D	\$ 8.28 (1)	43	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.

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).

- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$8.24 to \$8.33 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full (1) information regarding the number of shares sold at each separate price.
- Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on June 1, 2006; (2)exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.

(3)

Goff

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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)				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)	\$ 0.75	12/12/2011		М	15,700	(2)	08/16/2015	Common Stock	15,700	
Employee Stock Option (Right to Buy)	\$ 0.75	12/12/2011		М	9,300	(3)	11/01/2014	Common Stock	9,300	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Goff Michael Colburn C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024			SVP Strategy and Development				
Signatures							

**Signature of Reporting Person

/s/ Peter Hovenier as Attorney-in-fact for Michael Colburn

12/12/2011

Date

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Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on August 25, 2005; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on Se

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.