

EVOLVING SYSTEMS INC
Form 4/A
August 16, 2006

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 *
DUPPER THADDEUS

2. Issuer Name and Ticker or Trading Symbol
**EVOLVING SYSTEMS INC
[EVOL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
E.V.P. WW Sales & Marketing

**C/O EVOLVING SYSTEMS,
INC., 9777 PYRAMID COURT,
SUITE 100**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/05/2006

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

ENGLEWOOD, CO 80112

(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)
Common Stock	06/30/2006		J ⁽¹⁾	V 3,114 A	\$ 0 <u>(1)</u> 103,433 ⁽²⁾	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.

SEC 1474 (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)	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUPPER THADDEUS C/O EVOLVING SYSTEMS, INC. 9777 PYRAMID COURT, SUITE 100 ENGLEWOOD, CO 80112			E.V.P. WW Sales & Marketing	

Signatures

Thaddeus Dupper 08/16/2006
 **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).
 Shares purchased in the Evolving Systems, Inc. Employee Stock Purchase Plan through regular payroll contributions. The purchase price of stock acquired pursuant to rights granted under the Plan is the lesser of: An amount equal to eighty-five percent (85%) of the fair market value of the stock on the Offering Date (April 3, 2006); or an amount equal to eight-five percent (85%) of the fair market value of the stock on the Purchase Date (June 30, 2006). The purchase price of these shares was \$1.071 per share. This report is being filed voluntarily as the transaction is exempt from Section 16 reporting under Rule 16b-3(c).
 This Form 4 Amendment is being filed to correct the total number of shares reportedly owned following this transaction. The transaction was correctly reported, however, the number of shares beneficially owned following the transaction was incorrectly reported as 84,957. The correct number of shares owned by the reporting person following this transaction is 103,433.

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.