EVOLVING SYSTEMS INC

Form 4

Common

12/23/2008

December 24, 2008									
FORM 4							APPROVAL		
Washington, D.C. 20549							3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. 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							January 31, 2005 d average ours per e 0.5		
See Instruction 30(h) of the Investment Company Act of 1940 1(b).									
(Print or Type Responses)									
WARNECKE STEVE B S			er Name and Ticker o VING SYSTEMS L]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			of Earliest Transaction Day/Year) 2008	_X_ Director 10% Owner Officer (give title Other (specify below)					
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
ENGLEWOOD, CO 80112 Form filed by More than One Reporting Person									
(City) (State)	(Zip)	Tab	ole I - Non-Derivativ	e Securities Ac	quired, Disposed	of, or Benefic	cially Owned		
1.Title of 2. Transac Security (Month/Da (Instr. 3)	tion Date 2A. Deen ay/Year) Execution any (Month/D	Date, if	3. 4. Securi Transaction(A) or D Code (Instr. 3, (Instr. 8)	(A) or	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 Indirect Beneficial Ownership (Instr. 4)		

Stock	12/23/2008	A <u>(1)</u>	5,000	A	(2)	52,471	D	
Common Stock						96,411	I	by Wife
Common Stock						9,000 (3)	I	as Chairman of Children's Partners

5,000 A 0.001 52,471

D

 $A_{\underline{(1)}}$

Foundation, a 501(c)(3)

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charity

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr

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

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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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Othe				
WARNECKE STEVE B							
C/O EVOLVING SYSTEMS, INC.	X						
9777 PYRAMID COURT, SUITE 100	Λ						
ENGLEWOOD, CO 80112							

Signatures

/s/ Anita T. Moseley, as Attorney in Fact for Steve B.

Warnecke

12/23/2008

**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).
- (1) This is a grant of restricted stock which will vest quarterly over approximately one year, on March 10, 2009, May 10, 2009, August 10, 2009 and November 10, 2009.
- (2) Nominal consideration of par value (\$.001) per share was paid for the restricted stock.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Reporting Owners 2

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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.