

PATTERSON ARTHUR C
 Form 4
 November 29, 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 *
 PATTERSON ARTHUR C

(Last) (First) (Middle)

C/O ACCEL PARTNERS, 428
 UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 IPASS INC [IPAS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/28/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	11/28/2006		P		5,800	A	\$ 5.24	65,841	D	
Common Stock	11/28/2006		P		1,900	A	\$ 5.1863	67,741	D	
Common Stock	11/28/2006		P		2,000	A	\$ 5.1801	69,741	D	
Common Stock	11/28/2006		P		4,700	A	\$ 5.2	170,139	I	Held by Ellmore C. Patterson Partners, L.P. (1)

Common Stock	11/28/2006		P	3,000	A	\$ 5.32	173,139	I	Held by Ellmore C. Patterson Partners, L.P. ⁽¹⁾
Common Stock	11/28/2006		P	2,000	A	\$ 5.29	169,888	I	Held by ACP Family Partnership, L.P. ⁽²⁾
Common Stock	11/28/2006		P	2,300	A	\$ 5.2099	172,188	I	Held by ACP Family Partnership, L.P. ⁽²⁾
Common Stock	11/28/2006		P	3,000	A	\$ 5.31	175,188	I	Held by ACP Family Partnership, L.P. ⁽²⁾

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)	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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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	Other
	X			

PATTERSON ARTHUR C
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE
PALO ALTO, CA 94301

Signatures

/s/ Tim Shanahan, Power of Attorney for Arthur
Patterson

11/29/2006

__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).
- (1) Shares are owned directly by Ellmore C. Patterson Partners, L.P. ("ECPP"). The general partner of ECPP is Arthur C. Patterson.
- (2) Shares are owned directly by ACP Family Partnership, L.P. ("ACPP"). The general partner of ACPP is Arthur C. Patterson.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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