

Gatoff Steven
 Form 4
 December 22, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Gatoff Steven

(Last) (First) (Middle)

C/O IPASS INC., 3800 BRIDGE PARKWAY

(Street)

REDWOOD SHORES, CA 94065

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/21/2010

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)
 Senior VP and CFO

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Stock Option (Right to Buy)	\$ 0.95	12/21/2010	D ⁽¹⁾			268	12/21/2010 ⁽¹⁾	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.9	12/21/2010	A ⁽¹⁾		268		12/21/2010 ⁽¹⁾	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.95	12/21/2010	D ⁽¹⁾			3,418	12/21/2010 ⁽¹⁾	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.9	12/21/2010	A ⁽¹⁾		3,418		12/21/2010 ⁽¹⁾	06/22/2010	Common Stock
Stock Option (Right to Buy)	\$ 1.17	12/21/2010	A ⁽²⁾		54		12/21/2010 ⁽²⁾	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.24	12/21/2010	D ⁽¹⁾			10,465	12/21/2010 ⁽¹⁾	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.17	12/21/2010	A ⁽¹⁾		10,465		12/21/2010 ⁽¹⁾	06/22/2010	Common Stock
Stock Option (Right to Buy)	\$ 1.34	12/21/2010	D ⁽¹⁾			200,000	12/21/2010 ⁽¹⁾	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.26	12/21/2010	A ⁽¹⁾		200,000		12/21/2010 ⁽¹⁾	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.11	12/21/2010	D ⁽¹⁾			200,000	12/21/2010 ⁽¹⁾	01/28/2020	Common Stock

