Wastie Steven Form 4 December 22, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wastie Steven

2. Issuer Name and Ticker or Trading Symbol

Issuer

IPASS INC [IPAS]

(Middle) (Last) (First)

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

C/O IPASS INC., 3800 BRIDGE **PARKWAY**

(Street)

(State)

12/21/2010

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) below) SVP Marketing and Strategy

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

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

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

REDWOOD SHORES, CA 94065

(Zip)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactiorDerivative Securities Code Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and A Underlying S (Instr. 3 and 4

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(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Disposed of (Instr. 3, 4,				
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 0.95	12/21/2010		D <u>(1)</u>		268	12/21/2010(1)	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.9	12/21/2010		A <u>(1)</u>	268		12/21/2010(1)	06/22/2019	Common stock
Stock Option (Right to Buy)	\$ 0.95	12/21/2010		D <u>(1)</u>		3,418	12/21/2010(1)	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.9	12/21/2010		A <u>(1)</u>	3,418		12/21/2010(1)	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.17	12/21/2010		A(2)	54		12/21/2010 <u>(2)</u>	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.24	12/21/2010		D <u>(1)</u>		10,465	12/21/2010(1)	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.17	12/21/2010		A <u>(1)</u>	10,465		12/21/2010(1)	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.34	12/21/2010		D <u>(1)</u>		200,000	12/21/2010(1)	08/14/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.26	12/21/2010(1)		A(1)	200,000		12/21/2010(1)	08/14/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.11	12/21/2010		D <u>(1)</u>		200,000	12/21/2010(1)	01/28/2020	Common Stock

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Stock Option (Right to Buy)	\$ 1.05	12/21/2010	A <u>(1)</u>	200,000	12/21/2010 <u>(1)</u>	01/28/2020	Common Stock
Stock Option (Right to Buy)	\$ 1.17	12/21/2010	A(2)	1,604	12/21/2010 <u>(2)</u>	01/28/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Wastie Steven C/O IPASS INC. 3800 BRIDGE PARKWAY REDWOOD SHORES, CA 94065			SVP Marketing and Strategy				

Signatures

/s/ Bill Garvey, Power of Attorney for Steven
Wastie 12/21/2010

**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).
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option (1) and the grant of a replacement option. The amendemnt of the option was made in connection with a \$0.07/share special dividend payable to stockholders of record as of November 18, 2010. The replacement option has the same vesting schedule as the "old" option.
- (2) The grant was made in connection with a \$0.07/share special dividend payable to stockholders of record as of Novermber 18, 2010. The shares were granted with the same vesting schedule as the corresponding replacement option grant.

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.

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