

Wastie Steven  
 Form 4  
 December 22, 2010

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Wastie 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)  
 SVP Marketing and Strategy

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.

**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)**

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)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	--	--	---

Edgar Filing: Wastie Steven - Form 4

(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 <sup>(1)</sup>			268	12/21/2010 <sup>(1)</sup>	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.9	12/21/2010	A <sup>(1)</sup>		268		12/21/2010 <sup>(1)</sup>	06/22/2019	Common stock
Stock Option (Right to Buy)	\$ 0.95	12/21/2010	D <sup>(1)</sup>			3,418	12/21/2010 <sup>(1)</sup>	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.9	12/21/2010	A <sup>(1)</sup>		3,418		12/21/2010 <sup>(1)</sup>	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.17	12/21/2010	A <sup>(2)</sup>		54		12/21/2010 <sup>(2)</sup>	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.24	12/21/2010	D <sup>(1)</sup>			10,465	12/21/2010 <sup>(1)</sup>	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.17	12/21/2010	A <sup>(1)</sup>		10,465		12/21/2010 <sup>(1)</sup>	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.34	12/21/2010	D <sup>(1)</sup>			200,000	12/21/2010 <sup>(1)</sup>	08/14/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.26	12/21/2010 <sup>(1)</sup>	A <sup>(1)</sup>		200,000		12/21/2010 <sup>(1)</sup>	08/14/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.11	12/21/2010	D <sup>(1)</sup>			200,000	12/21/2010 <sup>(1)</sup>	01/28/2020	Common Stock

