Edgar Filing: Nelson Barbara Mary - Form 4

Nelson Barb Form 4	ara Mary										
February 26,	2013										
FORM	14									PPROVAL	
	Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o	F CHAN	F CHANGES IN BENEFICIAL OWNE SECURITIES					Expires: Estimated a burden hou response	ours per			
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(action	a) of the	Public Ut		ling Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Nelson Barbara Mary			2. Issuer Name and Ticker or Trading Symbol IPASS INC [IPAS]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of Earliest Transaction (Chee					k all applicable)			
3800 BRIDGE PARKWAY			(Month/Day/Year) 02/22/2013					Director 10% Owner X Officer (give title Other (specify below) below) Vice President and CTO 6. Individual or Joint/Group Filing(Check Applicable Line) _X Form filed by One Reporting Person			
				Amendment, Date Original l(Month/Day/Year)							
REDWOOD	O SHORES, CA	94065						Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)		Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	02/22/2013			F	2,834	D (1)	\$ 2	167,386	D		
Common Stock	02/22/2013			F	17,581	D (2)	\$ 2	149,805	D		

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				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				
Nelson Barbara Mary 3800 BRIDGE PARKWAY REDWOOD SHORES, CA 94065			Vice President and CTO					
Signatures								
/s/ Bill Garvey, Power of Attorney Nelson	for Barba	ra M.	02/26/2013					

**Signature of Reporting Person

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) Constitutes the sale of shares of common stock for statutory tax withholding. 30,000 Restricted Stock Awards were granted on February 21, 2011; 20% of shares were released on February 19, 2013.

Date

(2) Constitutes the sale of shares of common stock for statutory tax withholding. 80,000 Restricted Stock Awards were granted on February 22, 2012; 50% of shares were released on February 19, 2013.

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.