

Ahmad Aziz  
 Form 4  
 November 26, 2008

**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 \*  
 Ahmad Aziz

2. Issuer Name and Ticker or Trading Symbol  
 GLOWPOINT INC [GLOW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O GLOWPOINT, 225 LONG AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
 11/25/2008

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

(Street)  
 HILLSIDE, NJ 07205

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series A Convertible Preferred Stock	\$ 0.75	11/25/2008	P	14,114.8 <u>(1)</u>					<u>(2)</u>	<u>(2)</u>	common stock	141,115
Series A-3 Warrants	\$ 0.4	11/25/2008	P	70,574				11/25/2008	11/25/2013		common stock	70,574

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ahmad Aziz C/O GLOWPOINT 225 LONG AVENUE HILLSIDE, NJ 07205	X			

## Signatures

David W. Robinson, Attorney-in-Fact	11/26/2008
**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) Each share of Series A Convertible Preferred Stock has a Stated Value of \$7,500 and is convertible into that number of shares of common stock computed by dividing the Stated Value by the Conversion Price, which is currently \$0.75, subject to adjustment.
- (2) The shares of Series A Convertible Preferred Stock are perpetual and therefore do not expire and are currently exercisable.
- The reporting person acquired the Series A Convertible Preferred Stock and Series A-3 Warrants reported herein in exchange for all of the outstanding Senior Secured Convertible Promissory Notes issued to him by the Issuer, which, together with accrued interest thereon,
- (3) totaled \$56,459.18. No fee, commission or other compensation of any kind was paid by the Issuer to the reporting person in connection with the reporting person's exchange of the Senior Secured Convertible Notes and interest for the Series A Convertible Preferred Stock and Series A-3 Warrants.
- This reflects the reduction of the previously reported shares issuable upon conversion of the Senior Secured Convertible Promissory
- (4) Notes, which are no longer outstanding due to their exchange by the reporting person for Series A Convertible Preferred Stock and Series A-3 Warrants.

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.