

ALTIGEN COMMUNICATIONS INC
 Form 4
 September 15, 2009

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 *
FLEMING JEREMIAH

2. Issuer Name and Ticker or Trading Symbol
ALTIGEN COMMUNICATIONS INC [ATGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
410 EAST PLUMERIA DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, COO and Director

SAN JOSE,, CA 95134

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

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/21/2009		A		10,000 (1) \$ 0	D	
Common Stock	09/10/2009		P		1,071 \$ 0.8	D	
Common Stock	09/10/2009		P		4,100 \$ 0.82	D	
Common Stock	09/11/2009		P		4,829 \$ 0.82	D	
Common Stock	09/11/2009		P		5,300 \$ 0.81	D	

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Common Stock	09/11/2009	P	2,375	A	\$ 0.84	566,190	D
Common Stock	09/14/2009	P	518	A	\$ 0.81	566,708	D
Common Stock	09/15/2009	P	1,000	A	\$ 0.82	567,708	D
Common Stock	09/15/2009	P	3,197	A	\$ 0.8409	570,905	D
Common Stock	09/15/2009	P	3,900	A	\$ 0.85	574,805	D
Common Stock	09/15/2009	P	100	A	\$ 0.8539	574,905	D
Common Stock	09/15/2009	P	200	A	\$ 0.8594	575,105	D
Common Stock	09/15/2009	P	500	A	\$ 0.8599	575,605	D
Common Stock	09/15/2009	P	3,300	A	\$ 0.86	578,905	D

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

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(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 (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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 1.88	09/01/2009		D	300,000	(2)	04/03/2017	Common Stock	3
Employee Stock Option (right to buy)	\$ 0.86	09/01/2009		A	212,600	(3)	09/01/2019	Common Stock	2

Employee Stock Option (right to buy)	\$ 0.86	09/01/2009	A	87,400	(3)	09/01/2019	Common Stock
Employee Stock Option (right to buy)	\$ 1.3	09/01/2009	D	100,000	(4)	11/15/2017	Common Stock
Employee Stock Option (right to buy)	\$ 0.86	09/01/2009	A	83,706	(5)	09/01/2019	Common Stock
Employee Stock Option (right to buy)	\$ 0.86	09/01/2009	A	16,294	(5)	09/01/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEMING JEREMIAH 410 EAST PLUMERIA DRIVE SAN JOSE,, CA 95134	X		President, COO and Director	

Signatures

/s/ Jeremiah J.
Fleming

09/15/2009

**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) Grant of restricted stock award. 100% of shares granted vest on date of grant.

(2) The option provided for vesting as follows: 25% on 4/3/2008 then one 48th each month through 4/3/2011.

(3) On September 1, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on April 3, 2007. In exchange, the reporting person received a replacement option, for 212,600 shares, having an exercise price of \$0.86 per share, which vests 100% on April 3, 2011 and 87,400 shares having an exercise price of \$0.86 per share, which vest if and when the closing price of our common stock equals or exceeds \$2.50 per share.

(4) The option provided for vesting as follows: 25% on 11/15/2008 then one 48th each month through 11/15/2011.

(5)

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On September 1, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on November 15, 2007. In exchange, the reporting person received a replacement option, for 83,706 shares, having an exercise price of \$0.86 per share, which vests 100% on November 15, 2011 and 16,294 shares having an exercise price of \$0.86 per share, which vest if and when the closing price of our common stock equals or exceeds \$2.50 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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