

Oxley Ronald S
Form 4
July 29, 2008

FORM 4

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

OMB APPROVAL

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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 *
Oxley Ronald S

(Last) (First) (Middle)
6332 LAKEVIEW DRIVE
(Street)

FALLS CHURCH, VA 22041

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WIDEPOINT CORP [WYY]

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2008

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)
Executive Vice President

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 | 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 Share |
|-----------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|---------------------------|
| Option to Purchase | \$ 2.8 | | | | | | | | 08/15/2006 ⁽¹⁾ | 08/15/2016 | Common Stock | 12,000 |
| Option to Purchase | \$ 2.8 | | | | | | | | 12/31/2006 ⁽²⁾ | 08/15/2016 | Common Stock | 50,000 |
| Option to Purchase | \$ 0.81 | 07/25/2008 | | A | | | | | 07/25/2015 ⁽³⁾ | 07/25/2018 | Common Stock | 250,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Oxley Ronald S 6332 LAKEVIEW DRIVE FALLS CHURCH, VA 22041 | X | | Executive Vice President | |

Signatures

/s/ Christian P. Fonss,
Attorney-in-Fact

07/29/2008

__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) This option becomes exercisable to the extent of two-thirds of the shares underlying the option on the above date and is cumulatively exercisable to the extent of one-sixth of the shares underlying the option each year thereafter.

(2) This option becomes exercisable to the extent of 50% of the shares underlying the option on the above date, with the remaining shares to be exercisable as of March 31, 2007.

(3) This option becomes fully exercisable on the above date; provided that the vesting of such option may be accelerated based on the achievement of certain performance objectives.

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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