

ESTRADA ANTONIO JR
 Form 4
 December 06, 2012

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 *
ESTRADA ANTONIO JR

(Last) (First) (Middle)
 1807 DEER RIDGE ST
 (Street)

SAN ANTONIO, TX 78232

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Digerati Technologies, Inc. [DTGID]

3. Date of Earliest Transaction (Month/Day/Year)
 07/16/2009

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)
 Chief Financial Officer

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (D) | Price | |
| Common Stock | 11/28/2011 ⁽¹⁾ | 11/28/2011 ⁽¹⁾ | A | | 42,761 | A | \$ 0 42,761 | D |
| Common Stock | 07/02/2012 ⁽²⁾ | 07/02/2012 ⁽²⁾ | A | | 19,069 | A | \$ 0 61,830 | D |

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

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SEC 1474 (9-02)

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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. 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Option to purchase common stock | \$ 4.6 | 07/16/2009 | | A ⁽³⁾ | 3,017 | 07/16/2009 | 09/29/2015 | Common Stock, \$.001 par value per share |
| Option to purchase common stock | \$ 4.6 | 07/16/2009 | | A ⁽³⁾ | 4,130 | 07/16/2009 | 10/03/2015 | Common Stock, \$.001 par value per share |
| Option to purchase common stock | \$ 4.6 | 07/16/2009 | | A ⁽³⁾ | 2,174 | 07/16/2009 | 09/25/2016 | Common Stock, \$.001 par value per share |
| Option to purchase common stock | \$ 4.6 | 07/16/2009 | | A ⁽³⁾ | 3,261 | 07/16/2009 | 08/15/2017 | Common Stock, \$.001 par value per share |
| Option to purchase common stock | \$ 5.18 | 02/08/2011 | | A | 5,652 | 02/08/2011 | 02/01/2018 | Common Stock, \$.001 par value per share |
| Option to purchase common stock | \$ 5.75 | 04/06/2012 | | A | 8,261 | 04/06/2012 | 04/06/2019 | Common Stock, \$.001 par value per share |
| Convertible Preferred Stock | \$ 0 | 11/26/2012 | | A | 175,000 ⁽⁴⁾ | 12/30/2012 ⁽⁵⁾ | 12/30/2012 ⁽⁵⁾ | Common Stock, \$.001 par value per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ESTRADA ANTONIO JR 1807 DEER RIDGE ST SAN ANTONIO, TX 78232 | | | Chief Financial Officer | |

Signatures

Antonio Estrada
Jr. 12/06/2012

__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 Pursuant to the Company's Non-Standardized Profit Sharing Plan
- (2) Grant Pursuant to 2005 Incentive Compensation Plan
- (3) Code A/K - Pursuant to repricing of outstanding options on 07/16/2009.
- (4) Reporting owner has a direct contractual right to acquire common stock (175,000).
- (5) This date is approximately 12/30/2012. Directly owned Preferred stock is convertible automatically to 175,000 common shares on effective date of Schedule 14C.

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.