

EVOLVING SYSTEMS INC  
 Form 4  
 November 30, 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 \*  
**OROS DAVID S**

2. Issuer Name and Ticker or Trading Symbol  
**EVOLVING SYSTEMS INC [EVOL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/28/2012

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

C/O EVOLVING SYSTEMS, INC., 9777 PYRAMID CT., SUITE 100

(Street)

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

ENGLEWOOD, CO 80112

(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				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)				
Common Stock	11/28/2012		M		3,500	A	\$ 3.92	165,108	D	
Common Stock	11/28/2012		M		3,500	A	\$ 3.48	168,608	D	
Common Stock	11/28/2012		M		3,150	A	\$ 4.11	171,758	D	
Common Stock	11/28/2012		M		875	A	\$ 5.45	172,633	D	
	11/28/2012		S		7,688	D		164,945	D	

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Common Stock \$ 6.51  
(1)

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.**

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
NQ Stock Option (right to buy)	\$ 3.92 <sup>(2)</sup>	11/28/2012		M	3,500	09/23/2010 06/22/2020	Common Stock	3,500
NQ Stock Option (right to buy)	\$ 3.48 <sup>(2)</sup>	11/28/2012		M	3,500	09/17/2011 06/16/2021	Common Stock	3,500
NQ Stock Option (right to buy)	\$ 4.11 <sup>(2)</sup>	11/28/2012		M	3,150	04/06/2012 01/05/2022	Common Stock	3,150
NQ Stock Option (right to buy)	\$ 5.45 <sup>(2)</sup>	11/28/2012		M	875	09/20/2012 06/19/2022	Common Stock	875

