

INTERVOICE INC
Form 4
May 20, 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 *
McDonald Charles E

(Last) (First) (Middle)
17811 WATERVIEW PARKWAY
(Street)

DALLAS, TX 75252

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERVOICE INC [INTV]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2008

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)
Chief Accounting 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 (A) or (D) Price		
Common Stock	05/16/2008		M		1,525 (1) \$ 0	1,525	D
Common Stock	05/16/2008		F		498 \$ 5.9	1,027	D

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	05/16/2008		M	1,525	(3) (3)(4)	Common Stock	1,525 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald Charles E 17811 WATERVIEW PARKWAY DALLAS, TX 75252			Chief Accounting Officer	

Signatures

/s/ McDonald,
Charles E 05/20/2008

__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).
- Pursuant to the terms of the FY 2007 Stock Incentive Plan and Mr. McDonald's Restricted Stock Unit Agreement, upon a not for cause termination of employment by the Company, any RSUs granted shall vest in a pro rata amount based upon the completed months of vesting service divided by the number of months between the respective grant dates and the corresponding applicable vesting dates. The number of shares shown above were granted to Mr. McDonald as of the date of termination of his employment with the Company.
- (1) Each restricted stock unit represents a contingent right to receive one share of Intervoice's common stock
 - (2) Vesting will occur in three substantially equal amounts on the third business day following the earnings release for the Company's fiscal quarters ending August 31, 2008, August 31, 2009, and August 31, 2010, provided that Mr. McDonald is continuously employed by or in the service of Intervoice or its Affiliates at each vesting date.
 - (3) The remainder of Mr. McDonald's RSUs will terminate in the absence of a change of control with respect to the Company within 90 days following termination of his employment.

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.