INTERVOICE INC
Form 4
September 03, 2008

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
RITCHEY ROBERT

(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)
09/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/02/2008		D(1)		55,869	D	$ 8.25	0	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)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	$ 7.5155	09/02/2008		D			100,000	(2)	12/01/2010	Common Stock	100,00
Employee Stock Option, Right to Buy	$ 1.88	09/02/2008		D			40,000	(2)	04/22/2013	Common Stock	40,00
Stock Option (Right to Buy)	$ 7.115	09/02/2008		D			200,000	(2)	08/20/2013	Common Stock	200,00
Stock Option, Right to Buy	$ 11.99	09/02/2008		D			50,000	(2)	05/11/2011	Common Stock	50,00
Stock Option, Right to Buy	$ 9.535	09/02/2008		D			245,000	(2)	07/13/2012	Common Stock	245,00
Stock Option, Right to Buy	$ 6.975	09/02/2008		D			150,000	(2)	07/13/2013	Common Stock	150,00
Stock Option, Right to Buy	$ 9.105	09/02/2008		D			150,000	(2)	07/21/2014	Common Stock	150,00
Stock Option, Right to Buy	$ 13.02	09/02/2008		D			300,000	(2)	12/06/2014	Common Stock	300,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RITCHEY ROBERT
17811 WATERVIEW PARKWAY X
DALLAS, TX 75252

Signatures

/s/ Ritchey, Robert E.	09/02/2008
**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) Pursuant to the Agreement and Plan of Merger, dated as of July 15, 2008 (the "Merger Agreement"), by and among the Issuer, Convergys Corporation and Dialog Merger Sub, Inc., these shares were converted into the right to receive a cash payment equal to the per share merger consideration of $8.25.

(2) Pursuant to the Merger Agreement, upon the agreement of the reporting person, each outstanding option to purchase shares of common stock of Issuer, whether or not then vested, was cancelled automatically at the Effective Time of the Merger and thereafter represented only the right to receive the excess, if any, of (x) the per share merger consideration of $8.25 over (y) the exercise price 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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