

ONE IP VOICE, INC.  
Form 4  
September 12, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLEY JOSEPH J**

(Last) (First) (Middle)

**C/O ONE IP VOICE, INC., 22  
PRESTIGE PARK CIRCLE**

(Street)

**EAST HARTFORD, CT 06108**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ONE IP VOICE, INC. [OIVO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/13/2006**

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)

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 Beneficial 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.

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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 | 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 Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)             | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        |     |                     |                    |                 |                                     |  |
|------------------------|------------------------------------|------------------|------------|--|--------|-----|---------------------|--------------------|-----------------|-------------------------------------|--|
|                        |                                    |                  | Code       | V  | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |  |
| Stock<br>Option<br>(1) | \$ 1.16                            | 07/13/2006       | J          | V  | 7,500  |     | 07/13/2006          | 07/13/2016         | Common<br>Stock | 7,500                               |  |
| Stock<br>Option<br>(2) | \$ 1.16                            | 07/13/2006       | J          | V  | 30,000 |     | 07/13/2006          | 07/13/2016         | Common<br>Stock | 30,000                              |  |
| Stock<br>Option        | \$ 1.16                            | 07/13/2006       | J          | V  | 5,000  |     | 07/13/2006          | 07/13/2016         | Common<br>Stock | 5,000                               |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KELLEY JOSEPH J<br>C/O ONE IP VOICE, INC.<br>22 PRESTIGE PARK CIRCLE<br>EAST HARTFORD, CT 06108 |               |           |         | X     |

## Signatures

Robert G. LaVigne    09/12/2006

              Date  
\*\*Signature of Reporting Person

## 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) On July 13, 2006 the Board of Directors originally approved this grant of 7,500 options which was reported on Form 4 on July 17, 2006. The Board has subsequently rescinded this option grant.
- (2) On July 13, 2006 the Board of Directors originally approved this grant of 30,000 options which was reported on Form 4 on July 17, 2006. The Board has subsequently rescinded this option grant.

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.