

INTERVOICE INC  
Form 4  
June 26, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**REILY JACK**

(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)  
**06/22/2007**

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				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 (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Derivative Security			(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Director Stock Option, Right to Buy	\$ 9.535	06/22/2007	D	15,000	<u>(1)</u>	07/13/2012	Common Stock	15,000
Director Stock Option, Right to Buy	\$ 9.535	06/22/2007	A	15,000	<u>(1)</u>	07/13/2012	Common Stock	15,000
Director Stock Option, Right to Buy	\$ 1.6	06/22/2007	D	18,000	<u>(2)</u>	08/28/2012	Common Stock	18,000
Director Stock Option, Right to Buy	\$ 1.6	06/22/2007	A	18,000	<u>(2)</u>	08/28/2012	Common Stock	18,000
Director Stock Option, Right to Buy	\$ 6.615	06/22/2007	D	15,000	<u>(3)</u>	07/19/2013	Common Stock	15,000
Director Stock Option, Right to Buy	\$ 6.615	06/22/2007	A	15,000	<u>(3)</u>	07/19/2013	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILY JACK 17811 WATERVIEW PARKWAY DALLAS, TX 75252	X			

## Signatures

/s/ Reily, Jack P.

06/25/2007

\*\*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) The two reported transactions involved an amendment of an outstanding option resulting in the deemed cancellation of the old option and the grant of a replacement option which extended the exercise period from six (6) months to twelve (12) months following June 22, 2007, the date of the reporting person's resignation from the Board of Directors. The option was originally granted on July 13, 2005 and is fully exercisable.

(2) The two reported transactions involved an amendment of an outstanding option resulting in the deemed cancellation of the old option and the grant of a replacement option which extended the exercise period from three (3) months to twelve (12) months following June 22, 2007, the date of the reporting person's resignation from the Board of Directors. The option was originally granted on August 28, 2002 and is fully exercisable.

(3) The two reported transactions involved an amendment of an outstanding option resulting in the deemed cancellation of the old option and the grant of a replacement option which extended the exercise period from six (6) months to twelve (12) months following July 22, 2007, the date of the reporting person's resignation from the Board of Directors. The option was originally granted on July 19, 2006 and provided for vesting at the 2007 annual meeting, and the replacement option provided for vesting on June 22, 2007.

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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