

SONIC FOUNDRY INC
Form 4
February 23, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOPKO FREDERICK H JR

(Last) (First) (Middle)

20 N. WACKER DRIVE

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SONIC FOUNDRY INC [SOFO]

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

02/21/2007

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2007	<u>(1)</u>	M	160,000	A <u>(2)</u>	343,192	D
Common Stock	02/21/2007	<u>(1)</u>	D	56,917	D \$ 4.23	286,275	D

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
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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)

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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 Underlying Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of
Non-Employee Director Stock Option Plan	\$ 1.094	02/21/2007		X	40,000	12/20/2001 12/20/2010	Common Stock				40,000
Non-Employee Director Stock Option Plan	\$ 2.5	02/21/2007		X	20,000	10/15/1998 10/15/2007	Common Stock				20,000
Non-Employee Director Stock Option Plan	\$ 2	02/21/2007		X	20,000	05/24/2002 05/24/2011	Common Stock				20,000
Non-Employee Director Stock Option Plan	\$ 1.75	02/21/2007		X	20,000	05/09/2003 05/09/2012	Common Stock				20,000
Non-Employee Director Stock Option Plan	\$ 1.03	02/21/2007		X	20,000	07/29/2004 07/29/2013	Common Stock				20,000
Non-Employee Director Stock Option Plan	\$ 1.34	02/21/2007		X	20,000	05/24/2005 05/24/2014	Common Stock				20,000
Non-Employee Director Stock Option Plan	\$ 1.23	02/21/2007		X	20,000	05/12/2006 05/12/2015	Common Stock				20,000
Non-Employee Director Stock Option Plan	\$ 1.74					03/15/2007 03/15/2016	Common Stock				20,000
Non-Employee Director Stock Option Plan	\$ 4.19					03/15/2000 03/15/2009	Common Stock				20,000
Non-Employee Director Stock Option Plan	\$ 59.88					03/24/2001 03/24/2010	Common Stock				20,000

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

KOPKO FREDERICK H JR
20 N. WACKER DRIVE X
CHICAGO, IL 60606

Signatures

Frederick H.
Kopko, Jr. 02/23/2007

__Signature of Reporting Date
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) N/A

(2) Various - See Table II

(3) N/A - Issued pursuant to Non-Employee Director Stock Option Plan

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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