

MISHRA ASHOK
Form 4
September 21, 2009

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 *
MISHRA ASHOK

(Last) (First) (Middle)

C/O INNODATA ISOGEN, INC., 3
UNIVERSITY PLAZA

(Street)

HACKENSACK, NJ 07601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

INNODATA ISOGEN INC [INOD]

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

09/17/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)
EVP and COO

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	09/17/2009		M		10,000	A	\$ 2	10,000	D
Common Stock	09/17/2009		M		16,000	A	\$ 2.59	26,000	D
Common Stock	09/17/2009		S		3,250	D	\$ 6.64	22,750	D
Common Stock	09/17/2009		S		22,750	D	\$ 6.75	0	D

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

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.59	09/17/2009		M	16,000	<u>(1)</u> 10/03/2010	Common Stock	16,000
Employee Stock Option (right to buy)	\$ 2	09/17/2009		M	10,000	<u>(1)</u> 09/29/2014	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 3.35					<u>(1)</u> 11/09/2013	Common Stock	90,000
Employee Stock Option (right to buy)	\$ 3.46					<u>(1)</u> 12/30/2015	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MISHRA ASHOK C/O INNODATA ISOGEN, INC. 3 UNIVERSITY PLAZA			EVP and COO	

HACKENSACK, NJ 07601

Signatures

/s/ Amy R. Agress, Attorney-In-Fact for Ashok
Mishra

09/21/2009

__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) Currently exercisable.

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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