

ALTIGEN COMMUNICATIONS INC
 Form 5
 December 12, 2008

FORM 5

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

OMB APPROVAL

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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Wanger Eric

2. Issuer Name and Ticker or Trading Symbol
ALTIGEN COMMUNICATIONS INC [ATGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/08/2007

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

401 N. MICHIGAN AVE., SUITE 1301

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60611

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/20/2008	Â	P4	200	A \$ 1.66	1,177,591	I (1) See Note 1
Common Stock	05/27/2008	Â	P4	700	A \$ 1.41	1,178,291	I (1) See Note 1
Common Stock	05/29/2008	Â	P4	600	A \$ 1.43	1,178,891	I (1) See Note 1
Common Stock	05/29/2008	Â	P4	200	A \$ 1.6	1,179,091	I (1) See Note 1

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Stock									1
Common Stock	05/30/2008	Â	P4	24,400	A	\$ 1.43	1,203,491	I ⁽¹⁾	See Note 1
Common Stock	05/30/2008	Â	P4	4,600	A	\$ 1.39	1,208,091	I ⁽¹⁾	See Note 1
Common Stock	06/04/2008	Â	P4	100	A	\$ 1.87	1,208,191	I ⁽¹⁾	See Note 1
Common Stock	06/18/2008	Â	P4	500	A	\$ 1.39	1,208,691	I ⁽¹⁾	See Note 1
Common Stock	06/19/2008	Â	P4	300	A	\$ 1.49	1,208,991	I ⁽¹⁾	See Note 1
Common Stock	06/20/2008	Â	P4	100	A	\$ 1.88	1,209,091	I ⁽¹⁾	See Note 1
Common Stock	06/23/2008	Â	P4	300	A	\$ 1.54	1,209,391	I ⁽¹⁾	See Note 1
Common Stock	06/24/2008	Â	P4	2,100	A	\$ 1.34	1,211,491	I ⁽¹⁾	See Note 1
Common Stock	06/26/2008	Â	P4	200	A	\$ 1.31	1,213,491	I ⁽¹⁾	See Note 1
Common Stock	06/27/2008	Â	P4	100	A	\$ 1.85	1,213,591	I ⁽¹⁾	See Note 1
Common Stock	08/29/2008	Â	P4	5,600	A	\$ 1.26	1,219,191	I ⁽¹⁾	See Note 1
Common Stock	08/29/2008	Â	P4	1,000	A	\$ 1.33	1,220,191	I ⁽¹⁾	See Note 1
Common Stock	09/15/2008	Â	P4	5,800	A	\$ 1.18	1,225,991	I ⁽¹⁾	See Note 1
Common Stock	09/16/2008	Â	P4	22,616	A	\$ 1.12	1,248,607	I ⁽¹⁾	See Note 1
Common Stock	09/29/2008	Â	P4	1,198	A	\$ 0.83	1,249,805	I ⁽¹⁾	See Note 1
Common Stock	09/30/2008	Â	P4	32,600	A	\$ 0.99	1,282,405	I ⁽¹⁾	See Note 1
Common Stock	10/02/2008	Â	P4	15,400	A	\$ 1.01	1,297,805	I ⁽¹⁾	See Note 1
Common Stock	10/30/2008	Â	P4	41,000	A	\$ 0.66	1,338,805	I ⁽¹⁾	See Note 1
Common Stock	10/31/2008	Â	P4	80,000	A	\$ 0.71	1,418,805	I ⁽¹⁾	See Note 1
Common Stock	11/13/2008	Â	P4	8,370	A	\$ 0.78	1,427,175	I ⁽¹⁾	See Note 1

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Common Stock	11/14/2008	Â	P4	93,100	A	\$ 0.7	1,520,275	I (1)	See Note 1
Common Stock	11/17/2008	Â	P4	4,000	A	\$ 0.7	1,524,275	I (1)	See Note 1
Common Stock	11/19/2008	Â	P4	91,858	A	\$ 0.68	1,616,133	I (1)	See Note 1
Common Stock	11/24/2008	Â	P4	3,275	A	\$ 0.69	1,619,408	I (1)	See Note 1
Common Stock	11/28/2008	Â	P4	26,364	A	\$ 0.69	1,645,772	I (1)	See Note 1
Common Stock	12/01/2008	Â	P4	2,200	A	\$ 0.65	1,647,972	I (1)	See Note 1

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

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SEC 2270 (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)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wanger Eric 401 N. MICHIGAN AVE. SUITE 1301 CHICAGO, IL 60611	Â X	Â X	Â	Â

Signatures

/s/ Eric D.
Wanger

12/12/2008

**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) Shares held by Wanger Long Term Opportunity Fund II, LP ("WLTOF"). The Reporting Person controls WLTOF through (a) its general partner, WLTOF GP LLC, in which the Reporting Person has an interest, and (b) Wanger Investment Management, Inc., in which the Reporting Person has an interest and which provides investment management services to WLTOF. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his beneficial interest in WLTOF.

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Remarks:

The Reporting Person inadvertently failed to timely file Form 4 in connection with the acquisition of stock of the Issuer and options to acquire shares of the common stock of the Issuer during the period ending on December 9, 2008. This Form 5, together with the other Form 5 filings of the date hereof, reports all transactions by the Reporting Person in the Issuer's equity securities including without limitation certain transactions previously reported on Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.