

MOBILEPRO CORP

Form 4

August 29, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WRIGHT JAY O**

(Last) (First) (Middle)

**6701 DEMOCRACY  
BOULEVARD, SUITE 202**

(Street)

**BETHESDA, MD 20817**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**MOBILEPRO CORP [MOBL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/27/2007**

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)

Chief Executive Officer

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			Code	V Amount (D) Price	0	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  
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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 Securities (Instr. 3 and 4)	Amount Number Shares
Warrant	\$ 0.0075	08/27/2007		J <sup>(1)</sup>	10,000,000	<sup>(2)</sup> 08/27/2017	Common Stock	10,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAY O 6701 DEMOCRACY BOULEVARD SUITE 202 BETHESDA, MD 20817	X		Chief Executive Officer	

## Signatures

/s/ Jay O.  
Wright

08/29/2007

                      
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) Awarded to Jay O. Wright by the Issuer's Compensation Committee pursuant to an Addendum dated August 27, 2007 to Mr. Wright's Employment Agreement in connection with the new direction of the Issuer.  
  
Shares of the Issuer's common stock, par value \$0.001 per share ("Warrant Stock") to be vested as follows: Three million (3,000,000) shares of Warrant Stock to vest immediately upon the closing of the sale of the CLEC subsidiaries to USA Telephone; two million (2,000,000) shares of Warrant Stock to vest immediately upon eliminating the Company's debt to Yorkville Advisors, LLC (f/k/a Cornell Capital Partners, LP); two million (2,000,000) shares of Warrant Stock to vest immediately upon the closing of the sale of at least 80% of the telephones of Davel Communications; one million (1,000,000) shares of Warrant Stock to vest immediately upon elimination of the debt of Kite Broadband, LLC and Kite Networks, Inc. from the Company's balance sheet, including any guaranties related thereto; and two million (2,000,000) shares of Warrant Stock to vest immediately upon completing an acquisition into a new line of business, which acquisition shall have received Board approval.

### Remarks:

Post transaction holdings: Stock 1,244,000, Warrants 30,182,500

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.