

GLOWPOINT INC
Form 4
September 24, 2007

FORM 4

**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).

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 *
Heinen Edwin

(Last) (First) (Middle)
225 LONG AVENUE
(Street)

HILLSIDE, NJ 07205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GLOWPOINT INC [glow]

3. Date of Earliest Transaction
(Month/Day/Year)
09/21/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
10% Senior Secured Promissory Note	\$ 0.5	09/21/2007			P		250,000		09/21/2007	03/31/2009	common stock	250,000
Series A-2 Warrant (right to buy)	\$ 0.65	09/21/2007			P		125,000		09/21/2007	09/21/2012	common stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heinen Edwin 225 LONG AVENUE HILLSIDE, NJ 07205			Chief Financial Officer	

Signatures

Edwin F.
Heinen

09/24/2007

**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 reporting person invested \$125,000 and was issued a Senior Secured Convertible Promissory Note by the Issuer, which note bears interest at 10% per annum (which increases to 12% per annum commencing one year following the issuance date), matures on March 31, 2009, and is convertible into common stock at a conversion rate of \$0.50 per share. Interest is payable quarterly, which may be paid by the Issuer with additional senior secured convertible promissory notes. In connection with the reporting person's investment, the Issuer issued the reporting person a Series A-2 warrant to acquire 50% of the shares that would be issuable upon conversion of the reporting person's Senior Secured Convertible Promissory Note. No fee, commission or other compensation of any kind was paid by the Issuer to the reporting person in connection with the reporting person's investment in the Senior Secured Convertible Promissory Note and the Series A-2 Warrant.

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.