

IVESTER STEVEN
Form 4/A
December 30, 2005

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 *
IVESTER STEVEN

2. Issuer Name and Ticker or Trading Symbol
VOIP INC [VOII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1058 WATERSIDE CIRCLE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2004

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

WESTON, FL 33327

4. If Amendment, Date Original Filed (Month/Day/Year)
12/08/2004

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 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 | 12/07/2004 | | S | V 500,000 D | \$ 0.35 0 ⁽²⁾ | D | |
| Common Stock | 12/07/2004 | | S | V 50,000 D | \$ 0.4 0 ⁽²⁾ | D | |
| Common Stock | 12/07/2004 | | G | V 325,000 D | \$ 0 11,625,000 | D | |
| Common Stock | 12/13/2004 | | S | V 5,425 D | \$ 2.09 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote ⁽¹⁾ |
| Common Stock | 12/13/2004 | | S | V 1,800 D | \$ 2.08 0 ⁽²⁾ | I ⁽¹⁾ | See Footnote |

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| | | | | | | | | |
|--------------|------------|---|-------|---|---------|--------------|--------------|---------------------------------------|
| Common Stock | 12/13/2004 | S | 750 | D | \$ 2.11 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/13/2004 | S | 4,029 | D | \$ 2.35 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/13/2004 | S | 2,500 | D | \$ 2.62 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/13/2004 | S | 3,000 | D | \$ 2.63 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/14/2004 | P | 2,000 | A | \$ 2.53 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/16/2004 | S | 6,700 | D | \$ 2.42 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/17/2004 | S | 2,800 | D | \$ 2.65 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/17/2004 | S | 500 | D | \$ 2.66 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/17/2004 | P | 700 | A | \$ 2.5 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/17/2004 | P | 250 | A | \$ 2.55 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/20/2004 | S | 2,030 | D | \$ 3.05 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/20/2004 | S | 1,170 | D | \$ 3.03 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/20/2004 | S | 250 | D | \$ 3.15 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |
| Common Stock | 12/20/2004 | S | 2,500 | D | \$ 3.25 | 0 <u>(2)</u> | I <u>(1)</u> | <u>(1)</u> See Footnote <u>(1)</u> |

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| | | | | | | | | |
|--------------|------------|---|-------|---|---------|-------|-------|------------------|
| Common Stock | 12/20/2004 | S | 3,000 | D | \$ 3.32 | 0 (2) | I (1) | See Footnote (1) |
| Common Stock | 12/20/2004 | S | 1,500 | D | \$ 3.3 | 0 (2) | I (1) | See Footnote (1) |
| Common Stock | 12/20/2004 | P | 500 | A | \$ 3.15 | 0 (2) | I (1) | See Footnote (1) |
| Common Stock | 12/20/2004 | P | 1,000 | A | \$ 3.2 | 0 (2) | I (1) | See Footnote (1) |
| Common Stock | 12/21/2004 | S | 1,500 | D | \$ 3.33 | 0 (2) | I (1) | See Footnote (1) |
| Common Stock | 12/21/2004 | S | 3,000 | D | \$ 3.4 | 0 (2) | I (1) | See Footnote (1) |
| Common Stock | 12/21/2004 | S | 2,703 | D | \$ 3.65 | 0 (2) | I (1) | See Footnote (1) |

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

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(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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| IVESTER STEVEN 1058 WATERSIDE CIRCLE WESTON, FL 33327 | | X | | |

Signatures

/s/ Steven
Ivester

12/23/2005

__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) Represents shares of Common Stock held of record in a nominee's name.
- (2) Reporting person has agreed to disgorge all profits attributed to such transactions in accordance with Rule 16(b), promulgated under the Securities and Exchange Act of 1934.

Remarks:

Continued on Form 4/A (Date of Earliest Transaction 12/21/04)

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.