

SONIC FOUNDRY INC
Form 4
February 23, 2007

FORM 4

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

OMB APPROVAL

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

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 *
KOPKO FREDERICK H JR

2. Issuer Name and Ticker or Trading Symbol
SONIC FOUNDRY INC [SOFO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
20 N. WACKER DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2007

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

CHICAGO, IL 60606

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/2007	(1)	M		160,000	A	2
Common Stock	02/21/2007	(1)	D		56,917	D	\$ 4.23
							343,192
							286,275

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)

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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 of Underlying Security (Instr. 3 and 4)	8. Number of Shares or Units
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Employee Director Stock Option Plan	\$ 1.094	02/21/2007		X	40,000	12/20/2001	12/20/2010	Common Stock	40,000
Non-Employee Director Stock Option Plan	\$ 2.5	02/21/2007		X	20,000	10/15/1998	10/15/2007	Common Stock	20,000
Non-Employee Director Stock Option Plan	\$ 2	02/21/2007		X	20,000	05/24/2002	05/24/2011	Common Stock	20,000
Non-Employee Director Stock Option Plan	\$ 1.75	02/21/2007		X	20,000	05/09/2003	05/09/2012	Common Stock	20,000
Non-Employee Director Stock Option Plan	\$ 1.03	02/21/2007		X	20,000	07/29/2004	07/29/2013	Common Stock	20,000
Non-Employee Director Stock Option Plan	\$ 1.34	02/21/2007		X	20,000	05/24/2005	05/24/2014	Common Stock	20,000
Non-Employee Director Stock Option Plan	\$ 1.23	02/21/2007		X	20,000	05/12/2006	05/12/2015	Common Stock	20,000
Non-Employee Director Stock Option Plan	\$ 1.74					03/15/2007	03/15/2016	Common Stock	20,000
Non-Employee Director Stock Option Plan	\$ 4.19					03/15/2000	03/15/2009	Common Stock	20,000
Non-Employee Director Stock Option Plan	\$ 59.88					03/24/2001	03/24/2010	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KOPKO FREDERICK H JR
20 N. WACKER DRIVE X
CHICAGO, IL 60606

Signatures

Frederick H.
Kopko, Jr. 02/23/2007

__Signature of Reporting Date
Person

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) N/A
- (2) Various - See Table II
- (3) N/A - Issued pursuant to Non-Employee Director Stock Option Plan

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.