

Oxley Ronald S
 Form 4
 May 13, 2009

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 *
 Oxley Ronald S

(Last) (First) (Middle)
 6332 LAKEVIEW DRIVE
 (Street)

FALLS CHURCH, VA 22041

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 WIDEPOINT CORP [WYY]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/11/2009

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)
 Executive Vice President

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	71,000	D	

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option to Purchase	\$ 2.8					08/15/2006 ⁽¹⁾	08/15/2016	Common Stock
Option to Purchase	\$ 0.54	05/11/2009		A	50,000	05/11/2009 ⁽²⁾	08/15/2016	Common Stock
Option to Purchase	\$ 2.8	05/11/2009		D	50,000	12/31/2006	08/15/2016	Common Stock
Option to Purchase	\$ 0.83	05/11/2009		A	250,000	07/25/2015 ⁽³⁾	07/25/2018	Common Stock
Option to Purchase	\$ 0.81	05/11/2009		D	250,000	07/25/2015	07/25/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oxley Ronald S 6332 LAKEVIEW DRIVE FALLS CHURCH, VA 22041	X		Executive Vice President	

Signatures

/s/ Christian P. Fonss,
Attorney-in-Fact
Date: 05/13/2009

**Signature of Reporting 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) This option becomes exercisable to the extent of two-thirds of the shares underlying the option on the above date and is cumulatively exercisable to the extent of one-sixth of the shares underlying the option each year thereafter.
- (2) This option is fully exercisable.
- (3) This option becomes fully exercisable on the above date; provided that the vesting of such option may be accelerated based on the achievement of certain performance objectives.
- (4) The reporting person agreed to cancellation of an option granted to him on August 16, 2006, in exchange for a new option having a lower exercise price.
- (5) The reporting person agreed to cancellation of an option granted to him on July 25, 2008, in exchange for a new option having a higher exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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