

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-08**
SEC Accession No. [0001140361-13-001964](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

JONES DONOVAN

CIK: **1361852**

Type: **4** | Act: **34** | File No.: **001-35592** | Film No.: **13527527**

Mailing Address

2266 138A STREET

WHITE ROCK A1 V4A 9V6

ISSUER

COUNTERPATH CORP

CIK: **1236997** | IRS No.: **200004161** | State of Incorporation: **NV** | Fiscal Year End: **0430**
SIC: **7389** Business services, nec

Mailing Address

300-505 BURRARD STREET

VANCOUVER A1 V7X 1M3

Business Address

300-505 BURRARD STREET

VANCOUVER A1 V7X 1M3

604-320-3344

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person JONES DONOVAN			2. Issuer Name and Ticker or Trading Symbol COUNTERPATH CORP [CPAH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
2266 - 138A STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) WHITE ROCK, A1 V4A 9V5								
(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 Shares								70,857.9292	D	
Common Shares	01/08/2013		A		751.5407 ⁽¹⁾	A	\$1.9959 ⁽²⁾	71,609.4699	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Options	\$0.62							04/17/2009 ⁽⁴⁾	04/17/2014	Common	600,000	600,000	D	
Stock Options	\$1.75							06/14/2012 ⁽⁴⁾	12/14/2016	Common	250,000	850,000	D	
Deferred Share Units	⁽³⁾							12/14/2009 ⁽³⁾	⁽³⁾	Common	161,290	161,290	D	

Deferred Share Units	(3)						06/18/2010 (3)	(3)	Common	100,000		261,290	D	
Deferred Share Units	(5)						09/27/2010	(5)	Common	500,000		761,290	D	
Deferred Share Units	(3)						07/25/2011 (3)	(3)	Common	54,054		815,344	D	
Deferred Share Units	(3)						07/19/2012 (3)	(3)	Common	34,216		849,560	D	

Explanation of Responses:

1. These shares were purchased through an Employee Share Purchase Plan.
2. Canadian dollars.
3. Each deferred share unit is convertible into one common share of CounterPath Corporation at no additional cost. There is no expiry date. Deferred Share Units vest as to one-third of the number granted on each of the first, second and third anniversaries of the grant date.
4. Options vest as to 12.5% after 6 months and 1/42 per month thereafter as per company plan.
5. Each deferred share unit is convertible into one common share of CounterPath Corporation at no additional cost. There is no expiry date. The deferred share units are fully vested.

Signatures

/s/ Donovan Jones

** Signature of Reporting Person

01/14/2013

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.