

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-08-12** | Period of Report: **2004-08-11**

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### ISSUER

#### **INTERPHASE CORP**

CIK: **728249** | IRS No.: **751549797** | State of Incorporation: **TX** | Fiscal Year End: **1231**  
SIC: **3576** Computer communications equipment

Mailing Address  
*13800 SENLAC DR  
13800 SENLAC DR  
DALLAS TX 75234*

Business Address  
*13800 SENLAC DR  
DALLAS TX 75234  
2146545000*

### REPORTING OWNER

#### **MCCOMAS RANDALL**

CIK: **1255195** | State of Incorporation: **TX** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **000-13071** | Film No.: **04969493**

Mailing Address  
*2901 NORTH DALLAS PKWY  
SUITE 200  
PLANO TX 75093*

Business Address  
*2901 NORTH DALLAS PKWY  
SUITE 200  
PLANO TX 75093  
2146545000*

# 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  
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### 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 <b>MCCOMAS RANDALL</b>			2. Issuer Name and Ticker or Trading Symbol <b>INTERPHASE CORP [INPH]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>VP of Global Sales &amp; Mktg.</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/11/2004</b>					
2901 NORTH DALLAS PKWY, SUITE 200			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street)								
PLANO, TX 75093								
(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 <sup>(1)</sup>	08/11/2004	08/11/2004	<u>M</u>		550	A	\$5.05	550	D	
Common Stock <sup>(2)</sup>	08/11/2004	08/11/2004	<u>S</u>		200	D	\$10.84	350	D	
Common Stock <sup>(2)</sup>	08/11/2004	08/11/2004	<u>S</u>		100	D	\$10.76	250	D	
Common Stock <sup>(2)</sup>	08/11/2004	08/11/2004	<u>S</u>		100	D	\$10.77	150	D	
Common Stock <sup>(2)</sup>	08/11/2004	08/11/2004	<u>S</u>		150	D	\$10.74	0	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
Stock Option	\$5.05	08/11/2004	08/11/2004	<u>M</u>		550	02/15/2003	02/15/2012	Common Stock	550	\$5.05	0	D	

