

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2008-12-15**
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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*

REPORTING OWNER

FISCHL JASON

CIK: **1339730**
Type: **4** | Act: **34** | File No.: **000-50346** | Film No.: **09546441**

Mailing Address
*415A LILY STREET
SAN FRANCISCO CA 94102*

Business Address
415-713-7334

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 FISCHL JASON (Last) (First) (Middle) 415A LILY STREET (Street) SAN FRANCISCO, CA 94102 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol COUNTERPATH CORP [CPAH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technical Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 12/15/2008					
			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 <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Shares							2,000	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	Title	Amount or Number of Shares				
Stock Options	\$1.95							03/31/2006 ⁽¹⁾	10/07/2010	common	240,000		240,000	D	
Stock Options	\$1.95							06/10/2006 ⁽¹⁾	01/10/2016	common	31,200		271,200	D	
Stock Options	\$3.05							05/23/2006 ⁽¹⁾	05/23/2016	common	40,680		311,880	D	
Stock Options	\$0.44	12/15/2008		A		75,000		06/15/2009 ⁽¹⁾	12/15/2013	common	75,000	\$0.44	386,880	D	

Explanation of Responses:

1. Options vest as to 12.5% after 6 months and 1/42 per month thereafter as per company plan

Signatures

/s/ Jason Fischl

** Signature of Reporting Person

01/26/2009

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.