

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-11**  
SEC Accession No. [0001498865-13-000001](#)

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

### REPORTING OWNER

**MARSHALL DAVID M**

CIK: **1169758**

Type: **4** | Act: **34** | File No.: **000-51384** | Film No.: **13527629**

### ISSUER

**InterMetro Communications, Inc.**

CIK: **1160142** | IRS No.: **880476779** | State of Incorp.: **NV** | Fiscal Year End: **1231**  
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address

2685 PARK CENTER DRIVE,  
BUILDING A  
SIMI VALLEY CA 93065

Business Address

2685 PARK CENTER DRIVE,  
BUILDING A  
SIMI VALLEY CA 93065  
805-433-8000

# 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 <b>MARSHALL DAVID M</b>			2. Issuer Name and Ticker or Trading Symbol <b>InterMetro Communications, Inc. [IMTO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/11/2013</b>					
11845 OLYMPIC BLVD., SUITE 1125			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		
(Street) <b>LOS ANGELES, CA 90064</b>								
(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	01/11/2013		C		166,500	A	(1)	3,288,740	I	See Note (2)
Common Stock								680,065	I	See Note (3)
Common Stock								648,588	I	See Note (4)
Common Stock								3,500,000	I	See Note (5)
Common Stock								199,120	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					
Series A Preferred Stock (right to buy)	(6)	01/11/2013		C		25,000		10/12/2012	(7)	Series A2 Preferred Stock or Common Stock (6)	(6)	0	I	See Note (2)

Series A2 Preferred Stock (right to buy)	(8)	01/11/2013		<u>C</u>		25,000		10/12/2012	(7)	Common Stock	166,500	(9)	25,000	I	See Note (2)
Series A2 Preferred Stock (right to buy)	(8)	01/11/2013		<u>C</u>		25,000		10/12/2012	(7)	Common Stock	166,500	(9)	0	I	See Note (2)

**Explanation of Responses:**

1. Conversion of 25,000 shares Series A2 Preferred Stock.
2. Owned by the David Marshall, Inc. Profit Sharing Trust (formerly reported as the David Marshall, Inc. Pension Plan Trust), of which the reporting person is the sole trustee and beneficiary.
3. Owned by David Marshall, Inc., wholly owned by the reporting person.
4. Owned by Glenhaven Corporation, wholly owned by the reporting person.
5. Owned by Santa Monica Capital, LLC, wholly owned by the reporting person.
6. Each share is convertible into one share of Series A2 Preferred Stock or 1.5 shares of common stock. Also redeemable by the issuer at \$1.25 per share plus accrued unpaid dividends.
7. Preferred Stock conversion rights have no expiration date.
8. Each share is convertible into 6.66 shares of common stock. Also redeemable by the issuer at \$1.25 per share plus accrued unpaid dividends.
9. Conversion of 25,000 shares of Series A Preferred Stock.

**Signatures**

/s/ David Marshall

\*\* 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.**