

INTERVOICE INC
Form 3
July 21, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â Jackson Marie A			07/19/2006		INTERVOICE INC [INTV]	
(Last)	(First)	(Middle)				4. Relationship of Reporting Person(s) to Issuer
17811 WATERVIEW PARKWAY						5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)						(Check all applicable)
DALLAS,Â TXÂ 75252						6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)				___ Form filed by One Reporting Person
						___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Restricted Stock Units	12/31/2007 ⁽¹⁾	Â ⁽¹⁾	Common Stock	12,500	\$ ⁽²⁾	D	Â
Stock Option, Right to Buy	Â ⁽³⁾	12/31/2012	Common Stock	25,000	\$ 7.955	D	Â
Stock Option, Right to Buy	Â ⁽⁴⁾	07/13/2013	Common Stock	20,000	\$ 6.975	D	Â
Stock Option, Right to Buy	Â ⁽⁵⁾	07/19/2013	Common Stock	20,000	\$ 6.615	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jackson Marie A 17811 WATERVIEW PARKWAY DALLAS, TX 75252	Â	Â	Â SVP, Corporate Marketing	Â

Signatures

/s/ Jackson,
Marie A

07/21/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 100% of the RSUs will vest on the second anniversary of the grant date of December 31, 2005, provided that Ms. Jackson is continuously employed by or in the service of Intervoice or its Affiliates until such vesting date.
 - (2) Each restricted stock unit represents a contingent right to receive one share of Intervoice's common stock
 - (3) This option grant becomes exercisable in four equal installments on the first four anniversaries of the grant date of December 31, 2005.
 - (4) This option grant vests in three equal amounts on the first three anniversaries of the grant on July 13, 2006.
 - (5) This option grant vests in three equal amounts on the first three anniversaries of the grant on July 19, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.