

INTER TEL (DELAWARE), INC

Form 4

June 07, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

**STATEMENT OF CHANGES IN 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 *
 MIHAYLO STEVEN G

2. Issuer Name **and** Ticker or Trading
 Symbol
 INTER TEL (DELAWARE), INC
 [INTL]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/19/2007

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

P.O. BOX 19790

(Street)

4. If Amendment, Date Original
 Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

RENO, NV 89511

(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	(D)	Price

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

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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Profit Sharing Agreement	(1)	03/19/2007	J(1)	1	(3)				(4)		Common Stock	5,179,498

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIHAYLO STEVEN G P.O. BOX 19790 RENO, NV 89511	X	X		

Signatures

/s/ Steven G.
Mihaylo

06/07/2007

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- On March 19, 2007, a wholly owned affiliate of the reporting person reinstated a previously expired letter agreement (the "Reinstated Agreement") with RBC Capital Markets Corporation ("RBC"), pursuant to which the reporting person agreed to pay RBC an agreed upon topping fee in the event that (a) a third party transaction in which a majority of the capital stock or assets of the issuer is transferred for consideration to a person not affiliated with the reporting person or the issuer (a "Third Party Transaction") is consummated during the term of the Reinstated Agreement or during the twelve months following the term, and (b) such Third Party Transaction is subsequent to any offer (whether written or oral) made by the reporting person to the issuer relating to a transaction whereby a majority of the capital stock or assets of the issuer is transferred for consideration to the reporting person or otherwise becomes beneficially owned by the reporting person.
- (1) One profit sharing agreement with respect to 5,179,498 shares of common stock of the issuer. See Note 1 above.
 - (2) The topping fee, if any, is payable in cash to RBC within 5 business days of the closing of such Third Party Transaction. On June 14, 2006, INTL Acquisition Corp. ("IAC") an entity jointly formed by Vector Capital Corporation and an affiliate of the reporting person, made an offer to acquire for cash all of the outstanding shares of common stock of the issuer, other than shares beneficially owned by IAC.
 - (3) Twelve months following the termination of the Reinstated Agreement.

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

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