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EVOLVING SYSTEMS INC

Form SC 13G/A

February 13, 2001

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U. S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No. 2

EVOLVING SYSTEMS, INC.
(Name of Issuer)

Common Stock, \$.001 Par Value Per Share
(Title of Class of Securities)

(CUSIP Number)
30049R 10 0

(Date of Event Which Requires Filing of this Statement)
December 31, 2000

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)

/ / Rule 13d-1(c)

/ X / Rule 13d-1(d)

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CUSIP Number: 30049R 10 0

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

George A. Hallenbeck

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /

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(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares	5	Sole Voting Power 2,254,452 -----
Beneficially Owned by	6	Shared Voting Power 100,000 -----
Each Reporting Person With:	7	Sole Dispositive Power 1,259,452 -----
	8	Shared Dispositive Power ----- 100,000

9 Aggregate Amount Beneficially Owned by Each Reporting Person
2,354,452

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
/ /

11 Percent of Class Represented by Amount in Row (9)
17.92%

12 Type of Reporting Person

IN

2

CUSIP Number: 30049R 10 0

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jacquie Hallenbeck

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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United States of America

Number of Shares	5	Sole Voting Power None -----
Beneficially Owned by	6	Shared Voting Power None -----
Each Reporting Person With:	7	Sole Dispositive Power 995,000 -----
	8	Shared Dispositive Power None -----
9	Aggregate Amount Beneficially Owned by Each Reporting Person 995,000	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares / /	
11	Percent of Class Represented by Amount in Row (9) 7.75%	
12	Type of Reporting Person IN	

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Item 1.

- (a) Evolving Systems, Inc.
- (b) 9777 Mt. Pyramid Court
Englewood, Colorado 80112

Item 2.

- (a) Name of Person Filing

George A. Hallenbeck, on his own behalf and on behalf of
Jacquie Hallenbeck (see the Joint Filing Agreement attached
hereto as Exhibit A).
- (b) Address of Principal Business Office or, if none, Residence

c/o Evolving Systems, Inc.
9777 Mt. Pyramid Court
Englewood, CO 80222
- (c) Citizenship

United States of America
- (d) Title of Class of Securities

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Common Stock

(e) CUSIP Number

30049R 10 0

Item 3. N/A

Item 4. Ownership

(a) Amount beneficially owned:

George A. Hallenbeck:	2,354,452
Jacquie Hallenbeck:	995,000

(b) Percent of class:

George A. Hallenbeck:	17.92%
Jacquie Hallenbeck:	7.75%

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

George A. Hallenbeck:	2,254,452
Jacquie Hallenbeck:	None

(ii) Shared power to vote or to direct the vote:

George A. Hallenbeck:	100,000
Jacquie Hallenbeck:	None

(iii) Sole power to dispose or to direct the disposition of :

George A. Hallenbeck:	1,259,452
Jacquie Hallenbeck:	995,000

(iv) Shared power to dispose or to direct the disposition of:

George A. Hallenbeck:	100,000
Jacquie Hallenbeck:	None

Item 5. Ownership of Five Percent or Less of a Class

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

N/A

Item 8. Identification and Classification of Members of the Group

N/A

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Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2001

/s/ George A. Hallenbeck

George A. Hallenbeck

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EXHIBIT A

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees and consents to the execution and joint filing on his or her behalf by George A. Hallenbeck of this Schedule 13G regarding beneficial ownership of Common Stock of Evolving Systems, Inc. as of December 31, 2000.

/s/ George A. Hallenbeck

George A. Hallenbeck

/s/ Jacquie Hallenbeck

Jacquie Hallenbeck

