

Guenther Otto J
 Form 4
 May 13, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Guenther Otto J

(Last) (First) (Middle)

ONE LINCOLN CENTRE, SUITE
 1100

(Street)

OAKBROOK TERRACE, IL 60181

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 WIDEPOINT CORP [WYY]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/11/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	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 Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Sec (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D)	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)		
Option to Purchase	\$ 0.93					08/15/2007 ⁽¹⁾	05/15/2017	Common Stock
Option to Purchase	\$ 0.54	05/11/2009	A		50,000	05/11/2009 ⁽²⁾	08/15/2017	Common Stock
Option to Purchase	\$ 0.93	05/11/2009	D		50,000	08/15/2007	08/15/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guenther Otto J ONE LINCOLN CENTRE, SUITE 1100 OAKBROOK TERRACE, IL 60181	X			

Signatures

/s/ Christian P. Fonss,
Attorney-in-Fact
 Date: 05/13/2009
**Signature of Reporting Person

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).
- (1) This option becomes exercisable to the extent of two-thirds of the shares underlying the option on the above date and is cumulatively exercisable to the extent of one-sixth of the shares underlying the option each year thereafter.
- (2) This option is fully exercisable.
- (3) The reporting person agreed to cancellation of an option granted to him on August 15, 2007, in exchange for a new option having a lower exercise price.

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.