

MAZERSKI THOMAS E

Form 5

June 22, 2005

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
MAZERSKI THOMAS E

(Last) (First) (Middle)

MOBILEPRO CORP, 6701  
DEMOCRACY BLVD STE 300

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
MOBILEPRO CORP [MOBL]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
03/31/2005

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
CEO of CloseCall America, Inc.

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

6. Individual or Joint/Group Reporting

(check applicable line)

BETHESDA, MD 20817

\_\_\_\_X\_\_\_\_ Form Filed by One Reporting Person  
\_\_\_\_ Form Filed by More than One Reporting  
Person

(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)  (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	3 <sup>(1)</sup>	Â Â Â Â	Â	D	Â

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

**Persons who respond to the collection of information  
contained in this form are not required to respond unless  
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SEC 2270  
(9-02)

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

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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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Warrant	\$ 0.3	Â	Â	3 <sup>(1)</sup>	Â	Â 10/15/2004 10/15/2009	Common Stock 1
Warrant	\$ 0.35	Â	Â	3 <sup>(1)</sup>	Â	Â 10/15/2004 10/15/2009	Common Stock 4
Warrant	\$ 0.225	Â	Â	3 <sup>(2)</sup>	Â	Â (2) 10/18/2014	Common Stock 5
Warrant	\$ 0.15	06/16/2005	Â	A4	1,500,000	Â (3) 04/20/2015	Common Stock 1,5

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAZERSKI THOMAS E MOBILEPRO CORP 6701 DEMOCRACY BLVD STE 300 BETHESDA,Â MDÂ 20817	Â Â Â CEO of CloseCall America, Inc. Â

## Signatures

/s/ Tom  
Mazerski  
06/21/2005  
Date

\*\*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) The reporting person acquired 1,883,391 shares of common stock, a warrant to purchase 117,906 shares of common stock and a warrant to purchase 47,162 shares of common stock on October 15, 2004, pursuant to the Agreement and Plan of Merger between Mobilepro and CloseCall. On the effective date of the merger, Mobilepro's common stock closed at price of \$0.20 per share.
- (2) The reporting person acquired a warrant to purchase 500,000 shares of common stock on October 18, 2004 pursuant to the terms of his employment agreement. The warrant vests as to 250,000 shares upon Mobilepro Telco Operations reaching \$5,000,000 in Adjusted EBIDTA and the other 250,000 shares shall vest ratably over the twenty-four (24) month term of Mr. Mazerski's employment Agreement, or immediately (i) if Mr. Mazerski employment is terminated without cause or for good reason (as described in Section 4 of his employment agreement) or (ii) due to a Change of Control (as described in Section 5(a) of his employment agreement).
- (3) This warrant will became vested and exercisable as to 83,333 shares of common stock commencing May 20, 2005 and an additional 83,333 each month thereafter through October 20, 2006 with any remaining unvested balance vested on that date.

Â  
Remarks:

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The warrant granted to Mr. Mazerski on April 20, 2005 was approved by Mr. Jay O. Wright, Chairman on that date and ratified by the Board of Directors on June 16, 2005.

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