

Goff Michael Colburn
 Form 4/A
 May 01, 2012

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 *
 Goff Michael Colburn

2. Issuer Name and Ticker or Trading Symbol
 BOINGO WIRELESS INC [WIFI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP Strategy and Development

C/O BOINGO WIRELESS, INC., 10960 WILSHIRE BLVD. SUITE 800

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/14/2012

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

LOS ANGELES, CA 90024

(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 | (A) or (D) | Price |
| Common Stock | 03/12/2012 | | M | | 4,700 | A | \$ 0.75 19,743 |
| Common Stock | 03/12/2012 | | S | | 4,700 | D | \$ 10.573 15,043 (1) |
| Common Stock | 03/12/2012 | | M | | 20,300 | A | \$ 1.4 35,343 |
| Common Stock | 03/12/2012 | | S | | 20,300 | D | \$ 10.573 15,043 (1) |

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- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$10.55 to
- (1) \$10.62 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$10.55 to
- (2) \$10.92 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Remarks:

Amendment made to original filing to reflect an additional 15,000 shares outstanding beneficially owned by Reporting Person

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.