SEC Form 4

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FORM 4

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

L		
	OMB Number:	3235-0287
	Estimated average bur	den
	hours per response:	0.5

1. Name and Address of Reporting Person [*] Kline Carol J			2. Issuer Name and Ticker or Trading Symbol <u>TELETECH HOLDINGS INC</u> [TTEC]		ionship of Reporting Perso all applicable) Director Officer (cive title	on(s) to Issuer 10% Owner Other (specify		
				X	Officer (give title below)	below)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)					
C/O TELETECH HOLDINGS, INC.			11/19/2009		EVP, Chief Informat	ion Officer		
9197 S. PEORIA STREET								
,			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable				
(Street)				Line)				
· ,	<u> </u>	00110		X	Form filed by One Repor	rting Person		
ENGLEWOOD	0	80112			Form filed by More than Person	One Reporting		
(City)	(State)	(Zip)			1 013011			

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)	Code (Instr.		4. Securities A Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	11/19/2009		М		15,000	Α	\$0	15,000	D	
Common Stock ⁽²⁾	11/19/2009		F		7,512	D	\$19	7,488	D	

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

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units ⁽¹⁾	\$0	11/19/2009		М			15,000	(1)	(1)	Common Stock	15,000	\$0	45,000	D	

Explanation of Responses:

1. Reflects vesting of Restricted Stock Units "RSUs" on November 19, 2009. The reporting person initially received 60,000 time-based RSUs on November 19, 2008. The RSUs vest in four equal annual installments of 15,000 per year beginning on November 19, 2009.

2. Reflects withholding of shares to satisfy tax obligations in connection with the vesting of RSUs.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

<u>/s/ William H. Brierly, as</u> <u>Attorney in Fact for Carol J.</u>

kline

11/23/2009

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.