FORRESTER RESEARCH INC

Form 4 April 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HADLEY WARREN

FORRESTER RESEARCH INC

(Check all applicable)

[FORR]

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

below)

Chief Financial Officer

C/O FORRESTER RESEARCH, 400 03/31/2005

(Middle)

(Zip)

TECHNOLOGY SQUARE

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02139

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

3,711 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. 5. TransactionNumber | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount Underlying Securities | |
|---|---|--------------------------------------|-------------------------------|-------------------------|--|---|--------------------|---|------------------------------|
| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or | (Month/Day/Year | ·) | (Instr. 3 and | |
| | | | | | Disposed of (D) (Instr. 3, 4, and 5) | | | | |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Incentive Stock Option (right to buy) | \$ 14.06 | | | | | 03/31/2006(1) | 03/30/2015 | Common Stock | 563 |
| Non-Qualified Stock Option (right to buy) | \$ 14.06 | | | | | 03/31/2006(1) | 03/30/2015 | Common Stock | 19,41 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HADLEY WARREN C/O FORRESTER RESEARCH 400 TECHNOLOGY SQUARE CAMBRIDGE, MA 02139

Chief Financial Officer

Signatures

Kimberly A. Maxwell attorney in fact for Warren Hadley

04/04/2005

**Signature of Reporting Person

Date

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).

The options are subject to forfeiture in the event Forrester does not achieve earnings per share ("EPS") targets established by the

(1) Compensation and Nominating Committee of the Board of Directors for fiscal 2005. If the EPS target is met, the options vest in annual increments over either two or three years from the date of grant, depending on the level of EPS achieved.

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.

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