

CONCORD COMMUNICATIONS INC

Form 4

June 09, 2005

**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 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: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BLAESER JOHN A**

(Last) (First) (Middle)

**C/O CONCORD  
COMMUNICATIONS, INC., 600  
NICKERSON ROAD**

(Street)

**MARLBORO, MA 01752**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

**CONCORD COMMUNICATIONS  
INC [CCRD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/07/2005**

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)  
**CEO & President**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/07/2005		D	165,295	D		

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 the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19	06/07/2005		D		11,735		06/07/2005 <sup>(2)</sup>	10/29/2005	Common Stock	11,735
Employee Stock Option (Right to Buy)	\$ 19	06/07/2005		D		22,640		06/07/2005 <sup>(3)</sup>	10/29/2005	Common Stock	22,640
Employee Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D		4,255		06/07/2005 <sup>(4)</sup>	04/29/2006	Common Stock	4,255
Employee Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D		60,745		06/07/2005 <sup>(5)</sup>	04/29/2006	Common Stock	60,745
Employee Stock Option (Right to Buy)	\$ 9.34	06/07/2005		D		3,569		06/07/2005 <sup>(6)</sup>	07/18/2009	Common Stock	3,569
Employee Stock Option (Right to Buy)	\$ 9.34	06/07/2005		D		1,432		06/07/2005 <sup>(7)</sup>	07/18/2009	Common Stock	1,432
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D		9,375		06/07/2005 <sup>(8)</sup>	11/14/2009	Common Stock	9,375
	\$ 9.01	06/07/2005		D		11,098		06/07/2005 <sup>(9)</sup>	12/20/2010		11,098

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 9.01

06/07/2005

D

32,652

06/07/2005<sup>(10)</sup>

12/20/2010

Common  
Stock

32,652

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 14.65

06/07/2005

D

6,825

06/07/2005<sup>(11)</sup>

10/08/2011

Common  
Stock

6,825

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 14.65

06/07/2005

D

43,175

06/07/2005<sup>(12)</sup>

10/08/2011

Common  
Stock

43,175

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLAESER JOHN A C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752	X		CEO & President	

## Signatures

/s/ Douglas A. Batt, Pursuant to a Power of  
Attorney

06/09/2005

\_\_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).
- (1) Disposed of pursuant to merger agreement between Concord Communications and Computer Associates in exchange for the right to receive \$17.00 per share
- This option was assumed by Computer Associates in the merger and replaced with an option to purchase 7,340 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (2) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 14,161 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (3) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 14,161 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger

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- (4) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 2,661 shares of Computer Associates' common stock for \$37.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (5) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 37,995 shares of Computer Associates' common stock for \$37.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (6) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 2,232 shares of Computer Associates' common stock for \$14.94 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (7) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 895 shares of Computer Associates' common stock for \$14.94 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (8) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 5,864 shares of Computer Associates' common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (9) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 6,941 shares of Computer Associates' common stock for \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (10) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 20,423 shares of Computer Associates' common stock for \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (11) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 4,269 shares of Computer Associates' common stock for \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (12) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 27,005 shares of Computer Associates' common stock for \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger

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

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