

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COOPER JACK

(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)
Director

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	35,000	D	\$ 17 (1)	0

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
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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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.82	06/07/2005		D	7,500	06/07/2005 ⁽²⁾ 09/24/2010	Common Stock 7,500
Stock Option (Right to Buy)	\$ 12.5	06/07/2005		D	3,750	06/07/2005 ⁽³⁾ 04/30/2011	Common Stock 3,750
Stock Option (Right to Buy)	\$ 12.1	06/07/2005		D	5,625	06/07/2005 ⁽⁴⁾ 05/05/2012	Common Stock 5,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER JACK C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752	X		Director	

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 the 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 4,691 shares of Computer Associates common stock for \$9.31 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (2)

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- This option was assumed by Computer Associates in the merger and replaced with an option to purchase 2,345 shares of Computer Associates common stock for \$19.99 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (3)

- This option was assumed by Computer Associates in the merger and replaced with an option to purchase 3,518 shares of Computer Associates common stock for \$19.35 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (4)

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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