

SEMERJIAN DAYTON

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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SEMERJIAN DAYTON

2. Issuer Name **and** Ticker or Trading  
Symbol  
CONCORD COMMUNICATIONS  
INC [CCRD]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, Marketing

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

(Street)

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

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

MARLBORO, MA 01752

(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	(D)	Price

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)	\$ 11.05	06/07/2005		D	7,500	06/07/2005 <sup>(1)</sup>	04/17/2008	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 16.79	06/07/2005		D	4,700	06/07/2005 <sup>(2)</sup>	12/10/2008	Common Stock	4,700
Employee Stock Option (Right to Buy)	\$ 12.24	06/07/2005		D	60,000	06/07/2005 <sup>(3)</sup>	04/05/2012	Common Stock	60,000
Employee Stock Option (Right to Buy)	\$ 9.23	06/07/2005		D	75,000	06/07/2005 <sup>(4)</sup>	04/05/2012	Common Stock	75,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SEMERJIAN DAYTON C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752	EVP, Marketing

## 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).

This option was assumed by Computer Associates in the merger and replaced with an option to purchase 4,691 shares of Computer

- (1) Associates common stock for \$17.67 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Semerjian and Concord Communications, this option became fully vested upon the consummation of the merger

This option was assumed by Computer Associates in the merger and replaced with an option to purchase 2,939 shares of Computer

- (2) Associates common stock for \$26.85 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Semerjian and Concord Communications, this option became fully vested upon the consummation of the merger

This option was assumed by Computer Associates in the merger and replaced with an option to purchase 37,530 shares of Computer

- (3) Associates common stock for \$19.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Semerjian and Concord Communications, this option became fully vested upon the consummation of the merger

This option was assumed by Computer Associates in the merger and replaced with an option to purchase 46,912 shares of Computer

- (4) Associates common stock for \$14.76 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Semerjian 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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