

Wesley Melvin III
 Form 4
 November 23, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wesley Melvin III

2. Issuer Name and Ticker or Trading Symbol
 OPNET TECHNOLOGIES INC
 [OPNT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/22/2011

C/O OPNET TECHNOLOGIES,
 INC., 7255 WOODMONT
 AVENUE

(Street)

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

BETHESDA, MD 20814

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	11/22/2011		M		2,500 A \$ 11.56	18,954	D
Common Stock	11/22/2011		M		2,500 A \$ 11.56	21,454	D
Common Stock	11/22/2011		M		2,500 A \$ 11.56	23,954	D
Common Stock	11/22/2011		M		2,500 A \$ 11.56	26,454	D
	11/22/2011		F		2,166 D	24,288	D

Edgar Filing: Wesley Melvin III - Form 4

Common Stock						\$ 35.33	
Common Stock	11/22/2011	F	3,273	D		\$ 35.33	21,015 D
Common Stock	11/22/2011	D	4,561	D		\$ 35.33	16,454 D
Common Stock	11/22/2011	D	5,500	D		\$ 35.33	10,954 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)

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
Employee Stock Option (Right to Buy)	\$ 11.56	11/22/2011		M	2,500	06/21/2005 07/08/2014		Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 11.56	11/22/2011		M	2,500	06/21/2006 07/08/2014		Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 11.56	11/22/2011		M	2,500	06/21/2007 07/08/2014		Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 11.56	11/22/2011		M	2,500	06/21/2008 07/08/2014		Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wesley Melvin III C/O OPNET TECHNOLOGIES, INC. 7255 WOODMONT AVENUE BETHESDA, MD 20814			Chief Financial Officer	

Signatures

Mel Wesley III by Dennis R. McCoy under Power of Attorney	11/23/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

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.