

Pietrini Michael  
 Form 4  
 May 18, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Pietrini Michael

2. Issuer Name and Ticker or Trading Symbol  
 EPICOR SOFTWARE CORP  
 [EPIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/16/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CFO & EVP

C/O EPICOR SOFTWARE CORPORATION, 18200 VON KARMAN AVENUE, SUITE 1000

(Street)

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

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

IRVINE, CA 92612

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/16/2011		U	155,696 D \$ 12.5	144,148	D	
Common Stock	05/16/2011		D <sup>(1)</sup>	124,148 D \$ 12.5	20,000	D	
Common Stock	05/16/2011		D <sup>(2)</sup>	20,000 D \$ 0	0	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**

SEC 1474 (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)

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 15.21	05/16/2011		D	30,000	10/26/2008	10/26/2014	Common Stock	30,000
Employee Stock Option	\$ 12.74	05/16/2011		D	10,000	01/02/2008	01/02/2014	Common Stock	10,000
Employee Stock Option	\$ 12.56	05/16/2011		D	3,000	04/15/2008	04/15/2014	Common Stock	3,000
Employee Stock Option	\$ 2.32	05/16/2011		D	5,000	04/22/2007	04/22/2013	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pietrini Michael C/O EPICOR SOFTWARE CORPORATION 18200 VON KARMAN AVENUE, SUITE 1000 IRVINE, CA 92612			CFO & EVP	

## Signatures

/s/John D. Ireland, Attorney  
in Fact 05/18/2011

\*\*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 issuer and Element Merger Sub in exchange for \$12.50 per share.
- (2) In an exempt disposition to the issuer under rule 16b-3(e), the issuer exercised its right of repurchase on the restricted shares indicated herein.
- (3) This option, which was fully vested at the time of disposition, was cancelled in the merger.
- (4) This option, which is fully vested at the time of disposition, was cancelled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$12.50 per share merger price.

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.