

HOAG JAY C
Form 4
March 23, 2007

FORM 4

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

OMB APPROVAL

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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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTIRIS INC [ATRS]

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2007

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)
May be part of 13(g) group

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/21/2007 | | J ⁽¹⁾ | 2,958,508 | D \$ 0 0 | I | TCV IV, L.P. (2) (3) |
| Common Stock | 03/21/2007 | | J ⁽⁴⁾ | 110,319 | D \$ 0 0 | I | TCV IV, Strategic Partners, L.P. (3) (5) |
| Common Stock | 03/21/2007 | | J ⁽⁶⁾ | 594,693 | A \$ 0 594,693 | I | Technology Crossover Management IV, L.L.C. (3) (7) |

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| | | | | | | | | |
|--------------|------------|-------------------|---------|---|------|---------|---|-------------------------------------------------------------------------|
| Common Stock | 03/21/2007 | J ⁽⁸⁾ | 186 | A | \$ 0 | 594,879 | I | Technology Crossover Management IV, L.L.C. ⁽³⁾ <u>(7)</u> |
| Common Stock | 03/21/2007 | J ⁽⁹⁾ | 594,879 | D | \$ 0 | 0 | I | Technology Crossover Management IV, L.L.C. ⁽³⁾ <u>(7)</u> |
| Common Stock | 03/21/2007 | J ⁽¹⁰⁾ | 11,384 | A | \$ 0 | 11,384 | I | The Hoag Family Trust U/A Dtd 8/2/94 ⁽¹¹⁾ <u>(11)</u> |
| Common Stock | 03/21/2007 | J ⁽¹²⁾ | 156,754 | A | \$ 0 | 168,138 | I | The Hoag Family Trust U/A Dtd 8/2/94 ⁽¹¹⁾ <u>(11)</u> |
| Common Stock | 03/21/2007 | J ⁽¹³⁾ | 34,377 | A | \$ 0 | 34,377 | I | Hamilton Investments Limited Partnership ⁽¹⁴⁾ <u>(14)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | X | | May be part of 13(g) group |

Signatures

Carla S. Newell, authorized signatory for Jay C. Hoag
 Date: 03/23/2007

**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) In kind pro-rata distribution from TCV IV, L.P. to its Partners, without consideration.
 These shares were directly held by TCV IV, L.P. Jay C. Hoag ("Hoag") and Richard H. Kimball ("Kimball") are managing members of Technology Crossover Management IV, L.L.C. ("TCM IV") which is the general partner of TCV IV, L.P. Hoag, Kimball and TCM IV may be deemed to own the shares held by TCV IV, L.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (2) This transaction was also reported on the Form 4 filed by Technology Crossover Management IV, L.L.C., TCV IV, L.P., TCV IV Strategic Partners, L.P. and Richard H. Kimball.
- (3) In kind pro-rata distribution from TCV IV Strategic Partners, L.P. to its Partners, without consideration.
 These shares were directly held by TCV IV Strategic Partners, L.P. Hoag and Kimball are managing members of TCM IV which is the general partner of TCV IV Strategic Partners, L.P. Hoag, Kimball and TCM IV may be deemed to own the shares held by TCV IV Strategic Partners, L.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (4) Acquisition by TCM IV pursuant to an in kind pro-rata distribution by TCV IV, L.P., without consideration.
 These shares were directly held by TCM IV. Hoag and Kimball are managing members of TCM IV which is the general partner of TCV IV, L.P. and TCV IV Strategic Partners, L.P. The number of shares reported by TCM IV does not include the shares indirectly held by TCV IV, L.P. and TCV IV Strategic Partners, L.P. Hoag and Kimball may be deemed to own the shares held by TCM IV but Hoag and Kimball disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (5) Acquisition by TCM IV pursuant to an in kind pro-rata distribution by TCV IV Strategic Partners, L.P., without consideration.
- (6) In kind pro-rata distribution from TCM IV to its members, without consideration.
- (7) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to and in kind pro-rata distribution by TCV IV Strategic Partners, L.P. to its partners without consideration.
- (8) Hoag and his wife are the sole trustees of The Hoag Family Trust U/A Dtd 8/2/94. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (9) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCM IV to its members without consideration.
- (10) Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by TCM IV to its members without consideration.
- (11) Hoag is the sole general partner and Hoag and his wife are the sole limited partners of Hamilton Investments Limited Partnership. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (12)
- (13)
- (14)

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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