

CONCORD COMMUNICATIONS INC
 Form 4
 June 09, 2005

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 *
BATT DOUGLAS A

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
 Officer (give title below) _____ Other (specify below)
EVP & General Counsel

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)
 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 13.05 | 06/07/2005 | | D | 1,688 | 06/07/2005 ⁽¹⁾ | 11/14/2006 | Common Stock | 1,688 |
| Employee Stock Option (Right to Buy) | \$ 7.51 | 06/07/2005 | | D | 17,500 | 06/07/2005 ⁽²⁾ | 11/18/2010 | Common Stock | 17,500 |
| Employee Stock Option (Right to Buy) | \$ 14.65 | 06/07/2005 | | D | 9,374 | 06/07/2005 ⁽³⁾ | 10/08/2011 | Common Stock | 9,374 |
| Employee Stock Option (Right to Buy) | \$ 14.65 | 06/07/2005 | | D | 21,877 | 06/07/2005 ⁽⁴⁾ | 10/08/2011 | Common Stock | 21,877 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BATT DOUGLAS A C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752 | | | EVP & General Counsel | |

Signatures

/s/ Douglas A. Batt
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) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,055 shares of Computer Associates common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Batt and Concord Communications, this option became fully vested upon the consummation of the merger
- (2) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 10,946 shares of Computer Associates common stock for \$12.01 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Batt and Concord Communications, this option became fully vested upon the consummation of the merger
- (3) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 5,863 shares of Computer Associates common stock for \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Batt and Concord Communications, this option became fully vested upon the consummation of the merger
- (4) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 13,684 shares of Computer Associates common stock for \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Batt 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. 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.