

BARTOW WILLIAM C  
 Form 4  
 November 22, 2004

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**BARTOW WILLIAM C**

(Last) (First) (Middle)

C/O NETEGRITY, INC., 201  
 JONES ROAD

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NETEGRITY INC [NETE]**

3. Date of Earliest Transaction (Month/Day/Year)  
 11/19/2004

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)  
 Vice President Engineering

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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |
| Common Stock                    | 11/19/2004                           |  | M                              |   | 8,066   | A  | \$ 3.62 8,066   | D |
| Common Stock                    | 11/19/2004                           |  | M                              |   | 24,500  | A  | \$ 3.62 32,566  | D |
| Common Stock                    | 11/19/2004                           |  | M                              |   | 3,679   | A  | \$ 4.55 36,245  | D |
| Common Stock                    | 11/19/2004                           |  | M                              |   | 49,321  | A  | \$ 4.55 85,566  | D |
| Common Stock                    | 11/19/2004                           |  | M                              |   | 17,500  | A  | \$ 4.55 103,066                                       | D |

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|              |            |  |   |        |   |          |         |   |
|--------------|------------|--|---|--------|---|----------|---------|---|
| Common Stock | 11/19/2004 |  | M | 14,500 | A | \$ 4.55  | 117,566 | D |
| Common Stock | 11/19/2004 |  | M | 9,375  | A | \$ 10.35 | 126,941 | D |
| Common Stock | 11/19/2004 |  | S | 8,066  | D | \$ 10.7  | 118,875 | D |
| Common Stock | 11/19/2004 |  | S | 24,500 | D | \$ 10.7  | 94,375  | D |
| Common Stock | 11/19/2004 |  | S | 3,679  | D | \$ 10.7  | 90,696  | D |
| Common Stock | 11/19/2004 |  | S | 49,321 | D | \$ 10.7  | 41,375  | D |
| Common Stock | 11/19/2004 |  | S | 17,500 | D | \$ 10.7  | 23,875  | D |
| Common Stock | 11/19/2004 |  | S | 14,500 | D | \$ 10.7  | 9,375   | D |
| Common Stock | 11/19/2004 |  | S | 9,375  | D | \$ 10.7  | 0       | D |

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 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)       | \$ 3.62  | 11/19/2004                           |  | M                              | 8,066   | 03/25/2003 <sup>(1)</sup>                                | 03/25/2010  | Common Stock | 8,066                      |
| Employee Stock                             | \$ 3.62  | 11/19/2004                           |  | M                              | 24,500  | 03/25/2003 <sup>(2)</sup>                                | 03/25/2010  | Common Stock | 24,500                     |

|  |          |            |   |        |                           |            |                 |        |  |
|--|----------|------------|---|--------|---------------------------|------------|-----------------|--------|--|
| Option<br>(right to<br>buy)                      |          |            |   |        |                           |            |                 |        |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 4.55  | 11/19/2004 | M | 3,679  | 04/25/2003 <sup>(3)</sup> | 04/25/2010 | Common<br>Stock | 3,679  |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 4.55  | 11/19/2004 | M | 49,321 | 04/25/2003 <sup>(4)</sup> | 04/25/2010 | Common<br>Stock | 49,321 |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 4.55  | 11/19/2004 | M | 17,500 | 04/25/2003 <sup>(5)</sup> | 04/25/2010 | Common<br>Stock | 17,500 |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 4.55  | 11/19/2004 | M | 14,500 | 04/25/2003 <sup>(6)</sup> | 04/25/2010 | Common<br>Stock | 14,500 |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 10.35 | 11/19/2004 | M | 9,375  | 03/09/2004 <sup>(7)</sup> | 12/10/2013 | Common<br>Stock | 9,375  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| BARTOW WILLIAM C<br>C/O NETEGRITY, INC.<br>201 JONES ROAD<br>WALTHAM, MA 02451 |               |           | Vice President Engineering |       |

## Signatures

William C.  
Bartow

11/22/2004

\*\*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) Option grant date 03/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (2) Option grant date 03/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (3) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (4) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (5) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (6) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (7) Option grant date 12/09/2003 with options vesting 6.25% quarterly beginning 3-months after the grant date.

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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