

ENGEL FERDINAND
Form 4
June 09, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ENGEL FERDINAND

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)

C/O CONCORD
COMMUNICATIONS, INC., 600
NICKERSON ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/07/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP Engineering & CTO

MARLBORO, MA 01752

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

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

(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 Beneficial Ownership (Instr. 4)
Common Stock	06/07/2005		D	43,320	D	\$ 17 (1)	0

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)**

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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 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)	\$ 19	06/07/2005		D		10,200		06/07/2005 ⁽²⁾	10/29/2005	Common Stock	10,200
Employee Stock Option (Right to Buy)	\$ 19	06/07/2005		D		5,426		06/07/2005 ⁽³⁾	10/29/2005	Common Stock	5,426
Employee Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D		3,125		06/07/2005 ⁽⁴⁾	04/29/2006	Common Stock	3,125
Employee Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D		15,625		06/07/2005 ⁽⁵⁾	04/29/2006	Common Stock	15,625
Employee Stock Option (Right to Buy)	\$ 9.34	06/07/2005		D		2,500		06/07/2005 ⁽⁶⁾	07/18/2009	Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D		1,148		06/07/2005 ⁽⁷⁾	11/14/2009	Common Stock	1,148
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D		1,978		06/07/2005 ⁽⁸⁾	11/14/2009	Common Stock	1,978
	\$ 9.01	06/07/2005		D		10,000		06/07/2005 ⁽⁹⁾	12/20/2010		10,000

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 9.01

06/07/2005

D

7,500

06/07/2005⁽¹⁰⁾

12/20/2010

Common
Stock

7,5

Employee
Stock
Option
(Right to
Buy)

\$ 14.65

06/07/2005

D

7,500

06/07/2005⁽¹¹⁾

10/08/2011

Common
Stock

7,5

Employee
Stock
Option
(Right to
Buy)

\$ 14.65

06/07/2005

D

30,000

06/07/2005⁽¹²⁾

10/08/2011

Common
Stock

30,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

ENGEL FERDINAND
C/O CONCORD COMMUNICATIONS, INC.
600 NICKERSON ROAD
MARLBORO, MA 01752

EVP Engineering & CTO

Signatures

/s/ Douglas A. Batt, Pursuant to a Power of
Attorney

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) Disposed of pursuant to the merger agreement between Concord Communications and Computer Associates in exchange for the right to receive \$17.00 per share

This option was assumed by Computer Associates in the merger and replaced with an option to purchase 6,380 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (2) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 3,393 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (3) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 3,393 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications

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Associates' acquisition of Concord Communications

- (4) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,954 shares of Computer Associates' common stock for \$37.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (5) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 9,773 shares of Computer Associates' common stock for \$37.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (6) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,563 shares of Computer Associates' common stock for \$14.94 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (7) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 718 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. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (8) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,237 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. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (9) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 6,255 shares of Computer Associates' common stock for \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (10) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 4,691 shares of Computer Associates' common stock for \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (11) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 4,691 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. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (12) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 18,765 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. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications

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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