

WHITMAN STEPHEN V R
Form 4
December 13, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITMAN STEPHEN V R

2. Issuer Name **and** Ticker or Trading
Symbol
SS&C Technologies Holdings Inc
[SSNC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O SS&C TECHNOLOGIES
HOLDINGS, INC., 80
LAMBERTON ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP and General Counsel

(Street)

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

WINDSOR, CT 06095

(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)
Common Stock	12/11/2012		M	9,921 A	\$ 8.77 9,921	D	
Common Stock	12/11/2012		S	9,921 D	\$ 23.29 0 (1)	D	
Common Stock	12/12/2012		M	6,239 A	\$ 8.77 6,239	D	
Common Stock	12/12/2012		S	6,239 D	\$ 23.14 0	D	

(2)

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)

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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 8.77	12/11/2012		M	9,921	<u>(3)</u>	08/09/2016	Common Stock	9,921	
Stock Option (right to buy)	\$ 8.77	12/12/2012		M	6,239	<u>(3)</u>	08/09/2016	Common Stock	6,239	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHITMAN STEPHEN V R C/O SS&C TECHNOLOGIES HOLDINGS, INC. 80 LAMBERTON ROAD WINDSOR, CT 06095	SVP and General Counsel

Signatures

Stephen V.R.
Whitman 12/13/2012

**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).

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$23.25 to \$23.44. The
(1) reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$23.10 to \$23.23. The
(2) reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

The option grant of August 9, 2006 consisted of 1) 120,686 "time-based" options that vested as to 25% on November 23, 2006 and as to 1/36th of the shares each month thereafter until fully vested on November 23, 2009, 2) 120,686 "performance-based" options that vested based on the determination of the Issuer's board of directors as to the satisfaction of certain performance criteria for each fiscal year 2006-2010 which were met resulting in the 100% vesting of such options, and 3) 60,343 "superior-options" which, upon the Issuer's
(3) initial public offering, became "performance-based" options that vested based on the determination of the Issuer's board of directors as to the satisfaction of certain performance criteria for fiscal years 2010 and 2011 which were met resulting in the 100% vesting of such options. Of the total 301,715 options granted, the reporting person previously exercised 48,507 options in February 2011, 89,999 options in August 2012 and 60,000 options in December 2012.

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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