

BROWN ANDREW M
Form 5
March 17, 2005

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BROWN ANDREW M

(Last) (First) (Middle)

C/O RAMP CORPORATION, 33 MAIDEN LANE, 5TH FLOOR

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RAMP CORP [RCO]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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)
President & CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/27/2002		P	4,166 A \$ 24	4,166	D	

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

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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)	8. An
					(A)	(D)	Date Exercisable	Expiration Date		
Options to Purchase Common Stock	\$ 7.5	07/10/2003	Â	A	8,333	Â	07/10/2003	07/10/2008	Common Stock	
Options to Purchase Common Stock	\$ 7.5	07/10/2003	Â	A	16,667	Â	07/10/2003	07/10/2008	Common Stock	
Options to Purchase Common Stock	\$ 15	10/07/2003	Â	A	3,333	Â	10/07/2003	10/07/2008	Common Stock	
Options to Purchase Common Stock	\$ 5.4	06/01/2004	Â	A	33,333	Â	06/01/2004	06/01/2009	Common Stock	
Options to Purchase Common Stock	\$ 1.14	12/02/2004	Â	A	1,353,383	Â	Â ⁽¹⁾	12/02/2009	Common Stock	1.
Warrants to Purchase Common Stock	\$ 9	12/20/1999	Â	A	3,333	Â	12/20/1999	08/14/2005	Common Stock	
Warrants to Purchase Common Stock	\$ 9	08/14/2002	Â	A	2,800	Â	08/14/2002	08/14/2005	Common Stock	
Warrants to Purchase Common Stock	\$ 9	12/27/2002	Â	A	4,167	Â	12/27/2002	07/01/2008	Common Stock	

Stock

Warrants
to
Purchase \$ 20.7
Common
Stock

04/01/2003

Â

A

2,067

Â

04/01/2003 04/01/2008

Common
Stock

Warrants
to
Purchase \$ 20.7
Common
Stock

06/24/2003

Â

A

4,133

Â

06/24/2003 06/24/2008

Common
Stock

Warrants
to
Purchase \$ 15
Common
Stock

07/01/2003

Â

A

3,000

Â

07/01/2003 07/01/2008

Common
Stock

Warrants
to
Purchase \$ 9
Common
Stock

09/18/2003

Â

A

4,167

Â

09/18/2003 08/27/2006

Common
Stock

Warrants
to
Purchase \$ 9
Common
Stock

09/18/2003

Â

A

500

Â

09/18/2003 08/27/2007

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN ANDREW M C/O RAMP CORPORATION 33 MAIDEN LANE, 5TH FLOOR NEW YORK, NY 10038	Â X	Â	Â President & CEO	Â

Signatures

/s/ Andrew M.
Brown

03/12/2005

**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)

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40% vests on January 1, 2005 and the remaining 60% vests in eight equal quarterly installments commencing on April 1, 2005; fully vests on January 1, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.