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CONCERO INC

Form 5

February 13, 2002

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- [] Form 3 Holdings Reported
- [] Form 4 Transactions Reported
- Name and Address of Reporting Person(s)
 Ateyeh Jr., Edward C.
 Collective Technologies
 Building 3, Suite 100
 9433 Bee Caves Road
 Austin, TX 78733
- Issuer Name and Ticker or Trading Symbol Concero Inc. (CERO)
- 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year 12/01
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [X] Director [X] 10% Owner
 - [] Officer (give title below) [] Other (specify below)
- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] 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

2) Trans- 3. Trans- 4. Securities Acquired (A) action action or Disposed of (D)

Date Code A

(Month/ or Day/Year) Code Amount D Price

Common Stock

Table II (PART 1) Derivative Securitites Acquired, Disposed of, or Beneficially Owned (Columns

2)Conversion	3)Trans-	4)Trans-	5) Number of De	rivative
or Exercise	action	action	Securities Acq	uired (A)
Price of	Date	Code	or Disposed of	(D)
Derivative				
Security		Code	A	D
	or Exercise Price of Derivative	or Exercise action Price of Date Derivative	or Exercise action action Price of Date Code Derivative	or Exercise action action Securities Acq Price of Date Code or Disposed of Derivative

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Non-Qualified Stock Option (right to buy)	\$1.4600	05/23/01	А	4,000	
Non-Qualified Stock Option (right to buy)	\$1.4600	05/23/01	A	20,000	
Non-Qualified Stock Option (right to buy)	\$1.9300	01/02/01	A	7,772	
Non-Qualified Stock Option (right to buy)	\$2.6250				
Non-Qualified Stock Option (right to buy)	\$3.5000				
Non-Qualified Stock Option (right to buy)	\$15.9840				
Non-Qualified Stock Option (right to buy)	\$20.0000				
Warrants	\$0.0400				

Table II (PART 2) Derivative Securitites Acquired, Disposed of, or Beneficially Owned (Columns

1)Title of Derivative Security	3)Trans- action Date	7) Title and Amount of Underlying Securities Title	Amount or Number of Shares	8)Price of Deri- vative Security
Non-Qualified Stock Option (right to buy)	05/23/01	Common Stock	4,000	
Non-Qualified Stock Option (right to buy)	05/23/01	Common Stock	20,000	
Non-Qualified Stock Option (right to buy)	01/02/01	Common Stock	7,772	
Non-Qualified Stock Option (right to buy)		Common Stock	17,857	
Non-Qualified Stock Option (right to buy)		Common Stock	4,000	
Non-Qualified Stock Option (right to buy)		Common Stock	4,000	
Non-Qualified Stock Option (right to buy)		Common Stock	1,674	
Warrants		Common Stock	14,704	

Explanation of Responses:

- (1) The option to purchase 4,000 shares becomes exercisable on May 23, 2002.
- (2) The option to purchase 20,000 shares become exercisable in four (4) equal annual installments
- (3) 7,125 options are currently exercisable. The remaining 647 options become exercisable on 1/2
- (4) All options are currently exercisable.

SIGNATURE OF REPORTING PERSON /S/ Ateyeh Jr., Edward C. DATE: February 11, 2002