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FOUNDLY INC

Form 4											
February 09	ЛЛ								PPROVAL		
	UNITED		RITIES A shington	N OMB Number:	3235-0287						
Check this box if no longer subject to Section 16. Form 4 or				F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31, 2005 Estimated average burden hours per response 0.5		
Form 5 obligati may co <i>See</i> Inst 1(b).	ntinue. Section 17	(a) of the P	ublic U	tility Hol	ding Co		nge Act of 1934, of 1935 or Secti 1940	,			
(Print or Type	e Responses)										
FERRIS PETER Syn				er Name an e		Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Middle)	3. Date of Earliest Transaction					eck all applicabl	e)		
			(Month/Day/Year) 02/08/2005				Director 10% Owner X Officer (give title Other (specify below) below) VP - Worldwide Sales				
	(Street)) 4. If Amendment, Date Original Filed(Month/Day/Year)			ıl	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
FOSTER O	CITY, CA 94404						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. De (Month/Day/Year) 2A. De Execut any (Month			3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)				
Reminder: Re	eport on a separate line	e for each cla	ss of sec	urities bene	ficially ow	ned directly	or indirectly.				
							spond to the colle tained in this form		SEC 1474 (9-02)		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	or l (D)	str. 3, 4,				
				Code V	/ (A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock (1)	\$ 0	02/08/2005		А		29,000	02/08/2005	02/08/2015	Common	29,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FERRIS PETER 301 VELOCITY WAY, 5TH FLOOR FOSTER CITY, CA 94404			VP - Worldwide Sales					
Signaturos								

Signatures

Peter Ferris

02/09/2005

<u>**</u>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) This grant is subject to both performance and time vesting. Specifically, the restricted stock will vest over a 4 year period, only if the stock performs at pre-determined levels above current trading price.

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