

CONCORD COMMUNICATIONS INC  
Form 4  
June 09, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CRUZ MELISSA H

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)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Business Services & CFO

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

(Street)

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

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

MARLBORO, MA 01752

(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)
				(A) or (D)	Price		
				Code	V	Amount	

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)**

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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 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)	\$ 17.375	06/07/2005		D		2,500		06/07/2005 <sup>(1)</sup>	01/20/2006	Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 9.34	06/07/2005		D		1,875		06/07/2005 <sup>(2)</sup>	07/18/2009	Common Stock	1,875
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D		2,727		06/07/2005 <sup>(3)</sup>	11/14/2009	Common Stock	2,727
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D		1,961		06/07/2005 <sup>(4)</sup>	11/14/2009	Common Stock	1,961
Employee Stock Option (Right to Buy)	\$ 9.01	06/07/2005		D		7,501		06/07/2005 <sup>(5)</sup>	12/20/2010	Common Stock	7,501
Employee Stock Option (Right to Buy)	\$ 9.01	06/07/2005		D		22,499		06/07/2005 <sup>(6)</sup>	12/20/2010	Common Stock	22,499
Employee Stock Option (Right to Buy)	\$ 14.65	06/07/2005		D		9,038		06/07/2005 <sup>(7)</sup>	10/08/2011	Common Stock	9,038
	\$ 14.65	06/07/2005		D		40,692		06/07/2005 <sup>(8)</sup>	10/08/2011		40,692

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRUZ MELISSA H C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752			EVP, Business Services & CFO	

## 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) 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 \$27.78 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger

(2) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,172 shares of Computer Associates' common stock for \$14.94 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger

(3) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,705 shares of Computer Associates' common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger

(4) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,226 shares of Computer Associates' common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger

(5) 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 Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger

(6) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 14,073 shares of Computer Associates' common stock for \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger

(7) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 5,653 shares of Computer Associates' common stock for \$23.42 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger

(8) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 25,621 shares of Computer Associates' common stock for \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger

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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