

VIRTUSA CORP  
Form 4  
December 13, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Modder Roger Keith

(Last) (First) (Middle)

C/O VIRTUSA CORPORATION, 2000 WEST PARK DRIVE

(Street)

WESTBOROUGH, MA 01581

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VIRTUSA CORP [VRTU]

3. Date of Earliest Transaction (Month/Day/Year)  
12/09/2010

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)  
Pres., Asia, EVP Global Serv.

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/09/2010		M		3,043	A	\$ 0.313	75,661 <sup>(1)</sup>	D
Common Stock	12/09/2010		M		17,923	A	\$ 1.565	93,584 <sup>(1)</sup>	D
Common Stock	12/09/2010		S		10,723	D	\$ 15.0087	82,861 <sup>(1)</sup>	D
Common Stock	12/09/2010		M		27,520	A	\$ 1.565	110,381 <sup>(1)</sup>	D
Common Stock	12/09/2010		M		15,974	A	\$ 1.565	126,355 <sup>(1)</sup>	D

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common stock	12/09/2010	M	14,970	A	\$ 4.1942	141,325 <sup>(1)</sup>	D
common stock	12/10/2010	M	8,991	A	\$ 4.1942	150,316 <sup>(1)</sup>	D
common stock	12/10/2010	M	12,823	A	\$ 5.4775	163,139 <sup>(1)</sup>	D
common stock	12/10/2010	S	7,200	D	\$ 15.094	155,939 <sup>(1)</sup>	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)

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
non-qualified stock option	\$ 0.313	12/09/2010		M	3,043	<sup>(2)</sup> 05/21/2013	common stock 3,043
non-qualified stock option	\$ 1.565	12/09/2010		M	17,923	<sup>(3)</sup> 01/24/2011	common stock 17,923
non-qualified stock option	\$ 1.565	12/09/2010		M	27,520	<sup>(4)</sup> 04/17/2012	common stock 27,520
non-qualified stock option	\$ 1.565	12/09/2010		M	15,974	<sup>(5)</sup> 08/22/2011	common stock 15,974
non-qualified stock option	\$ 4.1942	12/09/2010		M	14,970	<sup>(6)</sup> 08/07/2016	common stock 14,970
non-qualified stock option	\$ 4.1942	12/10/2010		M	8,991	<sup>(6)</sup> 08/07/2016	common stock 8,991
non-qualified stock option	\$ 5.4775	12/10/2010		M	12,823	<sup>(7)</sup> 04/28/2014	common stock 12,823

