

ENGEL FERDINAND  
Form 4  
June 09, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ENGEL FERDINAND

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)

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

(Street)

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP Engineering & CTO

MARLBORO, MA 01752

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/07/2005		D	43,320	D	\$ 17 (1)	0

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

**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.**

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 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)	\$ 19	06/07/2005		D		10,200		06/07/2005 <sup>(2)</sup>	10/29/2005	Common Stock	10,200
Employee Stock Option (Right to Buy)	\$ 19	06/07/2005		D		5,426		06/07/2005 <sup>(3)</sup>	10/29/2005	Common Stock	5,426
Employee Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D		3,125		06/07/2005 <sup>(4)</sup>	04/29/2006	Common Stock	3,125
Employee Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D		15,625		06/07/2005 <sup>(5)</sup>	04/29/2006	Common Stock	15,625
Employee Stock Option (Right to Buy)	\$ 9.34	06/07/2005		D		2,500		06/07/2005 <sup>(6)</sup>	07/18/2009	Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D		1,148		06/07/2005 <sup>(7)</sup>	11/14/2009	Common Stock	1,148
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D		1,978		06/07/2005 <sup>(8)</sup>	11/14/2009	Common Stock	1,978
	\$ 9.01	06/07/2005		D		10,000		06/07/2005 <sup>(9)</sup>	12/20/2010		10,000

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 9.01

06/07/2005

D

7,500

06/07/2005<sup>(10)</sup>

12/20/2010

Common  
Stock

7,5

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 14.65

06/07/2005

D

7,500

06/07/2005<sup>(11)</sup>

10/08/2011

Common  
Stock

7,5

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 14.65

06/07/2005

D

30,000

06/07/2005<sup>(12)</sup>

10/08/2011

Common  
Stock

30,0

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

ENGEL FERDINAND  
C/O CONCORD COMMUNICATIONS, INC.  
600 NICKERSON ROAD  
MARLBORO, MA 01752

EVP Engineering & CTO

## 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) Disposed of pursuant to the merger agreement between Concord Communications and Computer Associates in exchange for the right to receive \$17.00 per share  
  
This option was assumed by Computer Associates in the merger and replaced with an option to purchase 6,380 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (2) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 3,393 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer
- (3) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 3,393 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer

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### Associates' acquisition of Concord Communications

- (4) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,954 shares of Computer Associates' common stock for \$37.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (5) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 9,773 shares of Computer Associates' common stock for \$37.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (6) 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 \$14.94 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (7) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 718 shares of Computer Associates' common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (8) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,237 shares of Computer Associates' common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (9) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 6,255 shares of Computer Associates' common stock for \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (10) 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 Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (11) 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 \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (12) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 18,765 shares of Computer Associates' common stock for \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications

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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