

SCHLEIN TED
Form 4
September 10, 2009

FORM 4

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

OMB APPROVAL

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

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 *
SCHLEIN TED

(Last) (First) (Middle)

C/O ARCSIGHT, INC., 5 RESULTS WAY

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ArcSight Inc [ARST]

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2009

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)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/09/2009		S	330 ⁽¹⁾ D \$ 22.391	3,640,437 ⁽²⁾	I	See Footnote 2
Common Stock	09/09/2009		S	66 ⁽³⁾ D \$ 22.4	3,640,371 ⁽⁴⁾	I	See Footnote 4

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLEIN TED C/O ARCSIGHT, INC. 5 RESULTS WAY CUPERTINO, CA 95014		X		

Signatures

/s/ Tram T. Phi as attorney-in-fact for Ted Schlein 09/10/2009

__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) Represents 330 shares distributed to the reporting person's sister in a pro rata distribution by KPCB Holdings, Inc. on June 23, 2009. 11,916 shares held by the reporting person; 88,527 shares held by the Schlein Family Trust Dtd 4/20/99; and 66 shares held by the reporting person's father-in-law. Includes 1,828,532 shares beneficially owned by Kleiner Perkins Caufield & Byers IX-A, L.P.; 56,450 shares beneficially owned by Kleiner Perkins Caufield & Byers IX-B, L.P.; 1,609,550 shares beneficially owned by Kleiner Perkins Caufield & Byers X-A, L.P.; and 45,396 shares beneficially owned by Kleiner Perkins Caufield & Byers X-B, L.P. Excludes 1,397,355 shares held by other entities affiliated with KPCB as to which the reporting person does not have voting or dispositive power. Shares are held for convenience in the name of KPCB Holdings, as nominee for the account of entities affiliated with KPCB and others. The reporting person disclaims beneficial ownership of any of the shares held by the above entities, except to the extent of his pecuniary interest therein.
- (3) Represents 66 shares distributed to the reporting person's father-in-law in a pro rata distribution by KPCB Holdings, Inc. on June 23, 2009.
- (4) 11,916 shares held by the reporting person and 88,527 shares held by the Schlein Family Trust Dtd 4/20/99. Includes 1,828,532 shares beneficially owned by Kleiner Perkins Caufield & Byers IX-A, L.P.; 56,450 shares beneficially owned by Kleiner Perkins Caufield & Byers IX-B, L.P.; 1,609,550 shares beneficially owned by Kleiner Perkins Caufield & Byers X-A, L.P.; and 45,396 shares beneficially owned by Kleiner Perkins Caufield & Byers X-B, L.P. Excludes 1,397,355 shares held by other entities affiliated with KPCB as to which

Edgar Filing: SCHLEIN TED - Form 4

the reporting person does not have voting or dispositive power. Shares are held for convenience in the name of KPCB Holdings, as nominee for the account of entities affiliated with KPCB and others. The reporting person disclaims beneficial ownership of any of the shares held by the above entities, except to the extent of his pecuniary interest therein.

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.