

COMMVAULT SYSTEMS INC  
Form 4  
October 31, 2011

**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 \*  
WALKER DAVID F

2. Issuer Name and Ticker or Trading Symbol  
COMMVAULT SYSTEMS INC  
[CVLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/14/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2 CRESCENT PLACE

(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

OCEANPORT, NJ 07757

(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		
Common Stock <sup>(1)</sup>	10/14/2011	10/14/2011	A	4,000	A 15,667	D	
Common Stock <sup>(3)</sup>	10/27/2011	10/27/2011	M	6,250	A \$ 19.25	21,917	D
Common Stock <sup>(3)</sup>	10/27/2011	10/27/2011	S	6,250	D \$ 43.28	15,667	D
Common Stock <sup>(3)</sup>	10/27/2011	10/27/2011	M	3,750	A \$ 22.45	19,417	D
Common Stock <sup>(3)</sup>	10/27/2011	10/27/2011	S	3,750	D \$ 43.28	15,667	D

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options to Purchase Common Stock	\$ 41.55	10/14/2011	10/14/2011	A	7,500	<u>(4)</u> 10/14/2021	Common Stock	7,500	
Options to Purchase Common Stock <sup>(3)</sup>	\$ 19.25	10/27/2011	10/27/2011	M	6,250	<u>(4)</u> 08/14/2019	Common Stock	6,250	
Options to Purchase Common Stock <sup>(3)</sup>	\$ 22.45	10/27/2011	10/27/2011	M	3,750	<u>(5)</u> 03/12/2020	Common Stock	3,750	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER DAVID F 2 CRESCENT PLACE OCEANPORT, NJ 07757		X		

## Signatures

Warren H. Mondschein,  
Attorney-in-Fact

10/31/2011

\_\_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) The common stock is being granted as restricted stock units, 100% of which shall vest on the first anniversary of the grant.
- (2) Not applicable.
- (3) This transaction has taken place pursuant to a pre-arranged trading plan in compliance with Rule 10b5-1 of the Securities and Exchange Act of 1934.
- (4) The options to purchase common stock shall vest 100% on the first anniversary of the grant.
- (5) The options to purchase common stock vested 100% on September 30, 2010.

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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