

CONCORD COMMUNICATIONS INC  
 Form 4  
 June 09, 2005

**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 \*  
**COOPER JACK**

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)  
 Director

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 06/07/2005                           |  | D                              | V<br>35,000<br>D  | (A)<br>or<br>D<br>\$ 17<br>(1)<br>0   | D  |                                   |

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)**

Edgar Filing: CONCORD COMMUNICATIONS INC - Form 4

| 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 |
|-----------------------------|---------|------------|--|------|---|-------|-----|---------------------------|-----------------|--------------|----------------------------|
| Stock Option (Right to Buy) | \$ 5.82 | 06/07/2005 |  | D    |   | 7,500 |     | 06/07/2005 <sup>(2)</sup> | 09/24/2010      | Common Stock | 7,500                      |
| Stock Option (Right to Buy) | \$ 12.5 | 06/07/2005 |  | D    |   | 3,750 |     | 06/07/2005 <sup>(3)</sup> | 04/30/2011      | Common Stock | 3,750                      |
| Stock Option (Right to Buy) | \$ 12.1 | 06/07/2005 |  | D    |   | 5,625 |     | 06/07/2005 <sup>(4)</sup> | 05/05/2012      | Common Stock | 5,625                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| COOPER JACK<br>C/O CONCORD COMMUNICATIONS, INC.<br>600 NICKERSON ROAD<br>MARLBORO, MA 01752 | X             |           | Director |       |

## Signatures

/s/ Douglas A. Batt, Pursuant to a Power of Attorney  
 \*\*Signature of Reporting Person  
 06/09/2005  
 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 4,691 shares of Computer Associates common stock for \$9.31 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (2) Associates common stock for \$9.31 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications

## Edgar Filing: CONCORD COMMUNICATIONS INC - Form 4

- This option was assumed by Computer Associates in the merger and replaced with an option to purchase 2,345 shares of Computer Associates common stock for \$19.99 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (3)

- This option was assumed by Computer Associates in the merger and replaced with an option to purchase 3,518 shares of Computer Associates common stock for \$19.35 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (4)

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.