

Reilly Thomas
Form 4
August 03, 2009

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 *
Reilly Thomas

(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)
07/30/2009

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)

President and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/30/2009		M ⁽¹⁾		5,000	A	\$ 6.8
							10,670 ⁽²⁾
Common Stock	07/30/2009		S ⁽¹⁾		5,000	D	\$ 18
							5,670 ⁽³⁾
Common Stock	08/03/2009		M ⁽¹⁾		5,000	A	\$ 6.8
							10,670 ⁽²⁾
Common Stock	08/03/2009		S ⁽¹⁾		5,000	D	\$ 18.9322
							5,670 ⁽³⁾

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 (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. 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)	\$ 6.8	07/30/2009		M ⁽¹⁾	5,000	⁽⁵⁾	01/23/2017	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 6.8	08/03/2009		M ⁽¹⁾	5,000	⁽⁵⁾	01/23/2017	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reilly Thomas C/O ARCSIGHT, INC. 5 RESULTS WAY CUPERTINO, CA 95014	X		President and CEO	

Signatures

/s/ Tram T. Phi as attorney-in-fact for Thomas Reilly

08/03/2009

__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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person.

Edgar Filing: Reilly Thomas - Form 4

- Includes 2,777 shares of common stock acquired by the reporting person on September 15, 2008 under the ArcSight, Inc. 2007 Employee Stock Purchase Plan and 2,893 shares of common stock acquired by the reporting person on March 13, 2009 under the ArcSight, Inc. 2007 Employee Stock Purchase Plan.
- (2)

- Represents 2,777 shares of common stock acquired by the reporting person on September 15, 2008 under the ArcSight, Inc. 2007 Employee Stock Purchase Plan and 2,893 shares of common stock acquired by the reporting person on March 13, 2009 under the ArcSight, Inc. 2007 Employee Stock Purchase Plan.
- (3)

- Represents a weighted average sales price per share. The prices actually received ranged from \$18.56 to \$19.10. The reporting person has provided to the issuer, and will provide to the SEC staff or any security holder of the issuer, information regarding the number of shares sold at each price within the range.
- (4)

- The option is immediately exercisable and subject to ArcSight's lapsing right of repurchase. Option vested as to 1/4th of the shares on November 27, 2007 and vests as to 1/48th of the shares at the end of each full month thereafter; provided that such vesting is subject to acceleration upon a corporate transaction.
- (5)

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.