Wesley Melvin III Form 4 February 10, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Wesley Melvin III Issuer Symbol OPNET TECHNOLOGIES INC (Check all applicable) [OPNT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O OPNET TECHNOLOGIES, 02/06/2009 Chief Financial Officer INC., 7255 WOODMONT **AVENUE** 

2. Issuer Name and Ticker or Trading

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

(Zip)

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

5. Relationship of Reporting Person(s) to

BETHESDA, MD 20814

(State)

(City)

(City)	(State) (	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	3.	4. Securities Acquired			5. Amount of	6. Ownership			
Security	(Month/Day/Year)	<i>'</i>		nsaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned Following	Indirect (I)	Ownership	
						Reported	(Instr. 4)	(Instr. 4)		
				(A)		Transaction(s)				
					or		(Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(msu. 5 and 1)			
Common Stock (1)	02/06/2009		A	953	A	\$ 0	21,471	D		
Common Stock	02/06/2009		S	1,108	D	\$ 8.74	21,605 (2)	D		

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

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### Edgar Filing: Wesley Melvin III - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

Wesley Melvin III C/O OPNET TECHNOLOGIES, INC. 7255 WOODMONT AVENUE BETHESDA, MD 20814

Chief Financial Officer

02/10/2009

# **Signatures**

Mel Wesley III by Dennis R. McCoy under Power of Attorney

> \*\*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) Restricted stock grant: 1/3 of the shares vest on each February 6, 2011, 2012, and 2013.
- (2) Includes 1,242 shares purchased as of 01/31/2009 through Employee Stock Purchase Plan.

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.

Reporting Owners 2