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KING ROY C Form 4 February 05, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 4
|_| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue Instruction

1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of Section 17(a) of the Public Utility Holding Company Act of 1935 or S 30(f) of the Investment Company Act of 1940

(Print or Type Responses) 1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. KING ROY C. MERCATOR SOFTWARE, INC. (MCTR) X (Last) (First) (Middle) 3. IRS Identification y 4. Statement for X
Number of Reporting Month/Day/Year ---Person, if an entity c/o Mercator Software, Inc. CHA 45 Danbury Road (Voluntary) 1/31/2003 _____ ___ 5. If Amendment, 7. (Street) Date of Original (Month/Year) Х 06897 Wilton CT ______ (City) (State) (Zip) TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPO ______ 2.Trans- 2A. 3.Trans- 4. Securities Acquired 5. 1. Title of Security action Deemed action (A) or Disposed of
Date Execu- Code (D) (Instr. 3, 4 Betion if and 5) (Instr. 3) Date, (Instr. 8) Re if any -----ac (Month/ (Month/ (A) Day/ Day/ or Year) Code V Amount (D) Price (I P V 19,686 A \$1.0795 PER SHARE COMMON STOCK-ESPP PURCHASE 1/31/03

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______ * Includes 32,727 shares purchased through Issuer's Employee Stock Purchase Plan ("ESPP"). Reminder: Report on a separate line for each class of securities beneficially owned directly or * If the form is filed by more than one reporting person, see Instruction 4(b)(v). FORM 4 (CONTINUED) TABLE II-- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALI (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES) 1.Title of 2.Conver- 3.Trans- 3A. 4.Trans- 5.Number of 6.Date Exer- 7.Title and 8.Price Derivative sion action Deemed action Derivative cisable and Amount of of Security Date, Execu- Code Securities Expiration Underlying Deriv or Instr. 3) Exercise if any tion (Instr. Acquired Date Securities Ative Price of (Month/ Date, 8) (A)or (Month/Day/ (Instr. 3 Secur Deri- Day/ vative Year) Disposed of Year) and 4) Day/ if any ity (D) (Instr. (Inst Security (Month/ 3, 4 and 5)5) Day/ Year) Code V (A) (D) Date Expira- Title Amount Exer- tion or cisable Date Number of Shares ._____

Explanation of Responses:

/s/ ROY C. KING
----**Signature of Re
ROY C. KING

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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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