

ENGEL FERDINAND
Form 4
June 09, 2005

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 *
ENGEL FERDINAND

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)
EVP Engineering & CTO

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	43,320	D \$ 17 (1) 0	D	

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

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SEC 1474 (9-02)

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19	06/07/2005		D	10,200	06/07/2005 ⁽²⁾ 10/29/2005	Common Stock	10,200
Employee Stock Option (Right to Buy)	\$ 19	06/07/2005		D	5,426	06/07/2005 ⁽³⁾ 10/29/2005	Common Stock	5,426
Employee Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D	3,125	06/07/2005 ⁽⁴⁾ 04/29/2006	Common Stock	3,125
Employee Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D	15,625	06/07/2005 ⁽⁵⁾ 04/29/2006	Common Stock	15,625
Employee Stock Option (Right to Buy)	\$ 9.34	06/07/2005		D	2,500	06/07/2005 ⁽⁶⁾ 07/18/2009	Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D	1,148	06/07/2005 ⁽⁷⁾ 11/14/2009	Common Stock	1,148
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D	1,978	06/07/2005 ⁽⁸⁾ 11/14/2009	Common Stock	1,978
Employee Stock Option (Right to Buy)	\$ 9.01	06/07/2005		D	10,000	06/07/2005 ⁽⁹⁾ 12/20/2010	Common Stock	10,000

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 9.01	06/07/2005	D	7,500	06/07/2005 ⁽¹⁰⁾	12/20/2010		Common Stock	7,5
Employee Stock Option (Right to Buy)	\$ 14.65	06/07/2005	D	7,500	06/07/2005 ⁽¹¹⁾	10/08/2011		Common Stock	7,5
Employee Stock Option (Right to Buy)	\$ 14.65	06/07/2005	D	30,000	06/07/2005 ⁽¹²⁾	10/08/2011		Common Stock	30,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGEL FERDINAND C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752			EVP Engineering & CTO	

Signatures

/s/ Douglas A. Batt, Pursuant to a Power of Attorney

06/09/2005

__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) 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 6,380 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
 - (2) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 3,393 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer
 - (3) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 3,393 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer

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Associates' acquisition of Concord Communications

- (4) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,954 shares of Computer Associates' common stock for \$37.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (5) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 9,773 shares of Computer Associates' common stock for \$37.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (6) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,563 shares of Computer Associates' common stock for \$14.94 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (7) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 718 shares of Computer Associates' common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (8) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,237 shares of Computer Associates' common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (9) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 6,255 shares of Computer Associates' common stock for \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (10) 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 \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (11) 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 \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (12) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 18,765 shares of Computer Associates' common stock for \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Engel and Concord Communications, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications

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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