

SEGE RONALD
Form 4
April 14, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SEGE RONALD

(Last) (First) (Middle)

350 CAMPUS DRIVE

(Street)

MARLBOROUGH, MA 01752-3064

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
3COM CORP [COMS]

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2010

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 COO

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 Ownership (Instr. 4)
Common Stock	04/12/2010		D	Amount 867,333 (1)	(A) or (D) Price D (2) 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
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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 Underlying (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 2.61	04/12/2010		D			2,000,000	(3)	05/06/2015	Comm Stoc
Non-Qualified Stock Option (right to buy)	\$ 4	04/12/2010		D			206,000	(5)	08/07/2016	Comm Stoc
Performance Shares	(7)	04/12/2010		A		103,000		(8)	(9)	Comm Stoc
Performance Shares	(7)	04/12/2010		D			103,000	(8)	(9)	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEGE RONALD 350 CAMPUS DRIVE MARLBOROUGH, MA 01752-3064	X		President and COO	

Signatures

/s/ Ronald A.
Sege

04/14/2010

**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) Includes 666,666 shares of restricted stock.

(2) Pursuant to the Merger Agreement between the Issuer and Hewlett-Packard Company ("HP") dated November 11, 2009 (the "Merger Agreement"), each share of COMS common stock will be exchanged for \$7.90 in cash and each share of COMS restricted common stock will be assumed by HP and converted into 98,295 shares of HP restricted common stock.

(3) The option vests in four equal annual installments beginning on May 6, 2009.

(4) Pursuant to the Merger Agreement, the 1,500,000 unvested shares subject to the option will be assumed by HP and converted into an option to purchase 221,164 shares of HP common stock at an exercise price of \$17.71 per share, and the 500,000 vested shares subject to the option will be cancelled in exchange for a cash payment for each share equal to the excess of \$7.90 over the per share exercise price of the option.

(5) The option vests on August 7, 2012, subject to performance-based acceleration.

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- (6) Pursuant to the Merger Agreement, the option will be assumed by HP and converted into an option to purchase 30,373 shares of HP common stock at an exercise price of \$27.13 per share.
- Each performance-based restricted stock unit (the "PRSU") represents a contingent right to receive one share of COMS common stock.
- (7) In accordance with the terms of the PRSU agreement, the performance metrics will be deemed met at target levels upon the effectiveness of the merger.
- (8) The PRSUs will be deemed earned at target upon the effectiveness of the merger and will subsequently vest in three equal annual installments beginning on August 7, 2010.
- (9) Not applicable.
- (10) Pursuant to the Merger Agreement, the PRSU's will be assumed by HP and converted into 15,186 HP restricted stock units.

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.