

AVER CAROLYN V

Form 4

February 24, 2006

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 *
AVER CAROLYN V

(Last) (First) (Middle)

6373 SAN IGNACIO AVENUE

(Street)

SAN JOSE, CA 95119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

AGILE SOFTWARE CORP [AGIL]

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

02/22/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(D)	Price

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Non-Qualified Stock Option (right to buy)	\$ 0.001	02/22/2006	A	51,000			(1)		03/24/2006(2)		Common stock	5
Non-Qualified Stock Option (right to buy)	\$ 6.36	02/22/2006	A	99,000			(3)		02/21/2012		Common stock	9

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AVER CAROLYN V 6373 SAN IGNACIO AVENUE SAN JOSE, CA 95119	Chief Financial Officer

Signatures

Carolyn V. Aver 02/24/2006
 **Signature of Date
 Reporting Person

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).

- Options are exercisable upon grant. In the event the Reporting Person's employment with the Company is terminated, the Company has
- (1) the right to repurchase the shares issued upon exercise of the options, at the aggregate purchase price for the repurchased shares, with such right expiring with respect to 1/12th of such shares, on June 1, 2006, and on each subsequent quarterly anniversary of such date.
 - (2) Options expire thirty (30) days after the grant date.
- Options are exercisable when vested. Vesting is as follows: options will vest quarterly, with respect to 1/12th of the shares subject to the
- (3) options, on 4/25/2006 and on each subsequent quarterly anniversary of such date, subject to the Optionee's continued service with the Company on each of such vesting dates.

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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