

3COM CORP  
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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DICAMILLO GARY T

(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)

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	29,716 (1)	D 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  
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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)

# Edgar Filing: 3COM CORP - Form 4

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 2.18	04/12/2010		D	67,500	<u>(3)</u>	09/24/2015	Common Stock	67,500
Non-Qualified Stock Option (right to buy)	\$ 2.61	04/12/2010		D	32,000	<u>(3)</u>	05/06/2015	Common Stock	32,000
Non-Qualified Stock Option (right to buy)	\$ 3.79	04/12/2010		D	39,750	<u>(5)</u>	09/20/2011	Common Stock	39,750
Non-Qualified Stock Option (right to buy)	\$ 4.04	04/12/2010		D	39,750	<u>(5)</u>	09/28/2012	Common Stock	39,750
Non-Qualified Stock Option (right to buy)	\$ 4.26	04/12/2010		D	39,750	<u>(5)</u>	09/24/2012	Common Stock	39,750
Non-Qualified Stock Option (right to buy)	\$ 4.32	04/12/2010		D	39,750	<u>(5)</u>	09/22/2011	Common Stock	39,750
Non-Qualified Stock Option (right to buy)	\$ 4.41	04/12/2010		D	67,500	<u>(5)</u>	09/20/2013	Common Stock	67,500
Non-Qualified Stock Option (right to buy)	\$ 6.15	04/12/2010		D	39,750	<u>(5)</u>	09/23/2010	Common Stock	39,750
Non-Qualified Stock Option (right to buy)	\$ 10.0625	04/12/2010		D	111,220	<u>(5)</u>	12/13/2010	Common Stock	111,220

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DICAMILLO GARY T 350 CAMPUS DRIVE MARLBOROUGH, MA 01752-3064	X			

## Signatures

/s/ Gary T.  
DiCamillo

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 18,716 shares represented by restricted stock units ("RSUs"). Pursuant to the Issuer's 2003 Stock Plan (the "2003 Plan"), the RSUs vested in full immediately prior to the effectiveness of the merger.
- (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.
- (3) Pursuant to the 2003 Plan, the unvested options vested in full immediately prior to the effectiveness of the merger.
- (4) Pursuant to the Merger Agreement, the option will be cancelled in exchange for a cash payment for each share subject to the option equal to the excess of \$7.90 over the per share exercise price of the option.
- (5) The option is fully vested and immediately exercisable.
- (6) Pursuant to the Merger Agreement, the option will be assumed by HP and converted into an option to purchase 16,397 shares of HP common stock at an exercise price of \$68.25 per share.

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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