

CONCORD COMMUNICATIONS INC
 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 *
CRUZ MELISSA H

(Last) (First) (Middle)

C/O CONCORD COMMUNICATIONS, INC., 600 NICKERSON ROAD

(Street)

MARLBORO, MA 01752

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CONCORD COMMUNICATIONS INC [CCRD]

3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2005

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)
 EVP, Business Services & CFO

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)		
				(A) or (D)	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)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.375	06/07/2005		D		2,500		06/07/2005 ⁽¹⁾	01/20/2006	Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 9.34	06/07/2005		D		1,875		06/07/2005 ⁽²⁾	07/18/2009	Common Stock	1,875
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D		2,727		06/07/2005 ⁽³⁾	11/14/2009	Common Stock	2,727
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D		1,961		06/07/2005 ⁽⁴⁾	11/14/2009	Common Stock	1,961
Employee Stock Option (Right to Buy)	\$ 9.01	06/07/2005		D		7,501		06/07/2005 ⁽⁵⁾	12/20/2010	Common Stock	7,501
Employee Stock Option (Right to Buy)	\$ 9.01	06/07/2005		D		22,499		06/07/2005 ⁽⁶⁾	12/20/2010	Common Stock	22,499
Employee Stock Option (Right to Buy)	\$ 14.65	06/07/2005		D		9,038		06/07/2005 ⁽⁷⁾	10/08/2011	Common Stock	9,038
	\$ 14.65	06/07/2005		D		40,692		06/07/2005 ⁽⁸⁾	10/08/2011		40,692

Employee
 Stock
 Option
 (Right to
 Buy)

Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRUZ MELISSA H C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752			EVP, Business Services & CFO	

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).

- 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 \$27.78 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger
- (1) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,172 shares of Computer Associates' common stock for \$14.94 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger
- (2) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,705 shares of Computer Associates' common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger
- (3) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 1,226 shares of Computer Associates' common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger
- (4) 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 Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger
- (5) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 14,073 shares of Computer Associates' common stock for \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger
- (6) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 5,653 shares of Computer Associates' common stock for \$23.42 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger
- (7) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 25,621 shares of Computer Associates' common stock for \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Ms. Cruz and Concord Communications, this option became fully vested upon the consummation of the merger
- (8)

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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