

WALSH JOHN J JR
Form 4/A
March 08, 2005

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 *
WALSH JOHN J JR

2. Issuer Name **and** Ticker or Trading
Symbol
CENTRA SOFTWARE INC
[CTRA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
430 BEDFORD STREET, C/O
CENTRA SOFTWARE INC

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2005

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SR. VP PRODUCTS AND OPERATIONS

(Street)
LEXINGTON, MA 02420

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/07/2005

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | | Price |

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
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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|--|
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | | |
|--|---|-------------------------|--------------------|---|------------------|-----|---------------------|--------------------|-----------------|-------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | A N S |
| EMPLOYEE STOCK OPTION RIGHT TO BUY | \$ 2.46 | 03/03/2005 | A | | 100,000 | | <u>(1)</u> | 03/03/2015 | COMMON STOCK | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALSH JOHN J JR 430 BEDFORD STREET C/O CENTRA SOFTWARE INC LEXINGTON, MA 02420 | | | SR. VP PRODUCTS AND OPERATIONS | |

Signatures

JOHN J. WALSH, JR, BY STEPHEN A. JOHNSON AS ATTORNEY IN
FACT 03/08/2005

 **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) Options vest in equal quarterly installments beginning on June 3, 2005

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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