

CITTADINI PETER I
Form 4
January 23, 2012

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 *
CITTADINI PETER I

2. Issuer Name and Ticker or Trading Symbol
ACTUATE CORP [ACTU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2207 BRIDGEPOINTE PARKWAY,
SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President and CEO

(Street)
SAN MATEO, CA 94404

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/19/2012		M		2,600	A	\$ 1.49
							1,449,067
Common Stock	01/19/2012		S		2,600	D	\$ 6.25
							1,446,467
Common Stock	01/20/2012		M		25,000	A	\$ 1.49
							1,471,467
Common Stock	01/20/2012		S		25,000	D	\$ 6.2571
							<u>(1)</u>
Common Stock	01/23/2012		M		25,000	A	\$ 1.49
							1,471,467

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Common Stock 01/23/2012 S 25,000 D \$ 6.2637 1,446,467 ⁽³⁾ D ₍₂₎

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)
Option (right to buy)	\$ 1.49	01/19/2012		M	2,600	03/03/2004 ⁽⁴⁾ 03/03/2013	Common Stock 2,600
Option (right to buy)	\$ 1.49	01/20/2012		M	25,000	03/03/2004 ⁽⁵⁾ 03/03/2013	Common Stock 25,000
Option (right to buy)	\$ 1.49	01/23/2012		M	25,000	03/03/2004 ⁽⁶⁾ 03/03/2013	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITTADINI PETER I 2207 BRIDGEPOINTE PARKWAY, SUITE 500 SAN MATEO, CA 94404			President and CEO	

Signatures

/s/ Peter I. Cittadini 01/23/2012

**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) Represents a weighted average price within the range of \$6.25 to \$6.29.
- (2) Represents a weighted average price within the range of \$6.25 to \$6.31.
- (3) Includes 150,000 of the Issuer's common stock underlying RSUs awarded.
- (4) The underlying option became exercisable as to 1/4 of the option shares after one year from the vesting commencement date of March 3, 2003 and for the balance in a series of equal monthly installments over the following 36 months.
- (5) The underlying option became exercisable as to 1/4 of the option shares after one year from the vesting commencement date of March 3, 2003 and for the balance in a series of equal monthly installments over the following 36 months.
- (6) The underlying option became exercisable as to 1/4 of the option shares after one year from the vesting commencement date of March 3, 2003 and for the balance in a series of equal monthly installments over the following 36 months.

Remarks:

Sale pursuant to 10b51 plan of options expiring March 3, 2013.

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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