

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 *
BLAESER JOHN A

2. Issuer Name and Ticker or Trading Symbol
CONCORD COMMUNICATIONS INC [CCRD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

(Last) (First) (Middle)
C/O CONCORD COMMUNICATIONS, INC., 600 NICKERSON ROAD
 (Street)

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

MARLBORO, MA 01752
 (City) (State) (Zip)

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

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)
				Code V	Amount	(A) or (D)	Price
Common Stock	06/07/2005			D	165,295	D	\$ 17 <u>(1)</u>
					0		

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19	06/07/2005		D	11,735	06/07/2005 ⁽²⁾ 10/29/2005	Common Stock	11,735
Employee Stock Option (Right to Buy)	\$ 19	06/07/2005		D	22,640	06/07/2005 ⁽³⁾ 10/29/2005	Common Stock	22,640
Employee Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D	4,255	06/07/2005 ⁽⁴⁾ 04/29/2006	Common Stock	4,255
Employee Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D	60,745	06/07/2005 ⁽⁵⁾ 04/29/2006	Common Stock	60,745
Employee Stock Option (Right to Buy)	\$ 9.34	06/07/2005		D	3,569	06/07/2005 ⁽⁶⁾ 07/18/2009	Common Stock	3,569
Employee Stock Option (Right to Buy)	\$ 9.34	06/07/2005		D	1,432	06/07/2005 ⁽⁷⁾ 07/18/2009	Common Stock	1,432
Employee Stock Option (Right to Buy)	\$ 13.05	06/07/2005		D	9,375	06/07/2005 ⁽⁸⁾ 11/14/2009	Common Stock	9,375
Employee Stock Option (Right to Buy)	\$ 9.01	06/07/2005		D	11,098	06/07/2005 ⁽⁹⁾ 12/20/2010	Common Stock	11,098

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 9.01	06/07/2005	D	32,652	06/07/2005 ⁽¹⁰⁾	12/20/2010		Common Stock	32,652
Employee Stock Option (Right to Buy)	\$ 14.65	06/07/2005	D	6,825	06/07/2005 ⁽¹¹⁾	10/08/2011		Common Stock	6,825
Employee Stock Option (Right to Buy)	\$ 14.65	06/07/2005	D	43,175	06/07/2005 ⁽¹²⁾	10/08/2011		Common Stock	43,175

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLAESER JOHN A C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752	X		CEO & President	

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).
- (1) Disposed of pursuant to merger agreement between Concord Communications and Computer Associates in exchange for the right to receive \$17.00 per share

This option was assumed by Computer Associates in the merger and replaced with an option to purchase 7,340 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser 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 14,161 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser 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 14,161 shares of Computer Associates' common stock for \$30.38 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger

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- (4) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 2,661 shares of Computer Associates' common stock for \$37.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser 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 37,995 shares of Computer Associates' common stock for \$37.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser 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 2,232 shares of Computer Associates' common stock for \$14.94 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser 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 895 shares of Computer Associates' common stock for \$14.94 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (8) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 5,864 shares of Computer Associates' common stock for \$20.87 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (9) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 6,941 shares of Computer Associates' common stock for \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (10) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 20,423 shares of Computer Associates' common stock for \$14.41 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (11) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 4,269 shares of Computer Associates' common stock for \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger
- (12) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 27,005 shares of Computer Associates' common stock for \$23.43 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Blaeser and Concord Communications, this option became fully vested upon the consummation of the merger

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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