

COMMVault SYSTEMS INC
Form 4
October 31, 2011

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 *
WALKER DAVID F

2. Issuer Name and Ticker or Trading Symbol
COMMVault SYSTEMS INC
[CVLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

2 CRESCENT PLACE

(Street)

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

OCEANPORT, NJ 07757

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | Code | V | Amount (A) or Price (D) | | | | |
| Common Stock ⁽¹⁾ | 10/14/2011 | 10/14/2011 | A | | 4,000 | A | \$ 15,667 | D | |
| Common Stock ⁽³⁾ | 10/27/2011 | 10/27/2011 | M | | 6,250 | A | \$ 19.25 | 21,917 | D |
| Common Stock ⁽³⁾ | 10/27/2011 | 10/27/2011 | S | | 6,250 | D | \$ 43.28 | 15,667 | D |
| Common Stock ⁽³⁾ | 10/27/2011 | 10/27/2011 | M | | 3,750 | A | \$ 22.45 | 19,417 | D |
| Common Stock ⁽³⁾ | 10/27/2011 | 10/27/2011 | S | | 3,750 | D | \$ 43.28 | 15,667 | D |

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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)

| 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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Options to Purchase Common Stock | \$ 41.55 | 10/14/2011 | 10/14/2011 | A | 7,500 | <u>(4)</u> 10/14/2021 | Common Stock | 7,500 |
| Options to Purchase Common Stock ⁽³⁾ | \$ 19.25 | 10/27/2011 | 10/27/2011 | M | 6,250 | <u>(4)</u> 08/14/2019 | Common Stock | 6,250 |
| Options to Purchase Common Stock ⁽³⁾ | \$ 22.45 | 10/27/2011 | 10/27/2011 | M | 3,750 | <u>(5)</u> 03/12/2020 | Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALKER DAVID F 2 CRESCENT PLACE OCEANPORT, NJ 07757 | | | X | |

Signatures

Warren H. Mondschein,
Attorney-in-Fact

10/31/2011

__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) The common stock is being granted as restricted stock units, 100% of which shall vest on the first anniversary of the grant.
- (2) Not applicable.
- (3) This transaction has taken place pursuant to a pre-arranged trading plan in compliance with Rule 10b5-1 of the Securities and Exchange Act of 1934.
- (4) The options to purchase common stock shall vest 100% on the first anniversary of the grant.
- (5) The options to purchase common stock vested 100% on September 30, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.