

Zuckerman David
Form 4
April 30, 2010

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 *
Zuckerman David

2. Issuer Name and Ticker or Trading Symbol
CHORDIANT SOFTWARE INC
[CHRD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, GC and Secretary

(Last) (First) (Middle)
20400 STEVENS CREEK
BLVD., SUITE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2010

CUPERTINO, CA 95014

(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)			
Common Stock	04/21/2010		U		16,666	D	\$ 5 0		D
Common Stock	04/21/2010		M		33,334	A	\$ 0 33,334		D
Common Stock	04/21/2010		M		16,000	A	\$ 0 49,334		D
Common Stock	04/21/2010		D		49,334	D	<u>11</u> 0		D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	04/21/2010		M	16,000 <u>(4)</u>	04/21/2010 04/21/2010	Common Stock 16,000 <u>(3)</u>
Restricted Stock Units	<u>(2)</u>	04/21/2010		M	33,334 <u>(5)</u>	04/21/2010 04/21/2010	Common Stock 33,334 <u>(3)</u>
Stock Option (right to buy)	\$ 2.87	04/21/2010		D	33,000 <u>(6)</u>	<u>(6)</u> 11/23/2016	Common Stock 33,000
Stock Option (right to buy)	\$ 2.32	04/21/2010		D	75,000 <u>(7)</u>	<u>(7)</u> 11/24/2012	Common Stock 75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckerman David 20400 STEVENS CREEK BLVD. SUITE 400 CUPERTINO, CA 95014			VP, GC and Secretary	

Signatures

/s/ David
Zuckerman
04/29/2010
Date

Signature of
Reporting Person

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).
 - Disposed of pursuant to the terms of the Agreement and Plan of Merger dated March 14, 2010 by and among Pegasystems Inc., Maple Leaf Acquisition Corp. and Chordiant Software, Inc. (the "Merger Agreement") in exchange for the right to receive an amount in cash equal to \$5.00 per share on the effective date of the merger.
 - (2) Each restricted stock unit represents a contingent right to receive one share of CHRD common stock.
 - (3) Reflects conversion of RSU into Common Stock
 - (4) Reflects shares that vested on 4/21/2010 under RSU grant from 11/24/2009
 - (5) Reflects shares that vested on 4/21/2010 under RSU grant from 11/25/2008

- This option, which provided for vesting in equal monthly installments over four years beginning 11/24/2009, was assumed by
- (6) Pegasystems Inc. pursuant to the Merger Agreement and replaced with an option to purchase 4,316 shares of Pegasystems Inc. common stock for \$21.943 per share.

- This option, which provided for vesting in equal monthly installments over three years after a one year cliff beginning 08/11/2008, was
- (7) assumed by Pegasystems Inc. pursuant to the Merger Agreement and replaced with an option to purchase 9,809 shares of Pegasystems Inc. common stock for \$17.738 per share.

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.