

Darrah Ryan
Form 4
August 03, 2017

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 *
Darrah Ryan

2. Issuer Name and Ticker or Trading Symbol
FORRESTER RESEARCH, INC.
[FORR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O FORRESTER RESEARCH, INC., 60 ACORN PARK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2017

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

(Street)

CAMBRIDGE, MA 02140

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 08/01/2017 | | M ⁽¹⁾ | | 634 | A | \$ 0 | 788 | D |
| Common Stock | 08/01/2017 | | F | | 73 ⁽²⁾ | D | \$ 41.6 | 715 | D |
| Common Stock | 08/01/2017 | | F | | 132 ⁽³⁾ | D | \$ 41.6 | 583 | D |

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

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SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 08/01/2017 | | M | 225 | ⁽⁵⁾ / ⁽⁵⁾ | common stock 225 | \$ 0 ⁽⁶⁾ |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 08/01/2017 | | M | 409 | ⁽⁷⁾ / ⁽⁷⁾ | common stock 225 | \$ 0 ⁽⁶⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Darrah Ryan C/O FORRESTER RESEARCH, INC. 60 ACORN PARK DRIVE CAMBRIDGE, MA 02140 | | | Chief Legal Officer | |

Signatures

Maite Garcia, attorney-in-fact for Ryan
 Darrah 08/03/2017
**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 the conversion, upon vesting, of restricted stock units into common stock.
 Represents shares withheld by the Issuer to satisfy tax withholding obligations upon the vesting on August 1, 2017 of the restricted stock
- (2) units awarded to the reporting person on August 1, 2014. The award includes a provision for the withholding of shares by the Issuer to satisfy withholding taxes due as a result of the vesting of the award.

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- Represents shares withheld by the Issuer to satisfy tax withholding obligations upon the vesting on August 1, 2017 of the restricted stock
- (3) units awarded to the reporting person on August 1, 2016. The award includes a provision for the withholding of shares by the Issuer to satisfy withholding taxes due as a result of the vesting of the award.
 - (4) Each Restricted Stock Unit represents the right to receive, following vesting, one share of Forrester Research, Inc. common stock.
 - (5) On August 1, 2014, the reporting person was granted 900 Restricted Stock Units that vest and convert into common stock in four equal and consecutive installments beginning on the first anniversary of the grant date.
 - (6) Each Restricted Stock Unit is the equivalent of one share of Forrester Research, Inc. common stock.
 - (7) On August 1, 2016, the reporting person was granted 1634 Restricted Stock Units that vest and convert into common stock in four equal and consecutive installments beginning on the first anniversary of the grant date.

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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