

CONCERO INC

Form 4

August 15, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16
Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
Downey, Ted
6300 Bridgepoint Parkway
Building Three, Suite 200
Austin, TX 78730
2. Issuer Name and Ticker or Trading Symbol
Concero Inc. (CERO)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
07/01
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP Western Area
7. 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) A or Amount D Price	5) Amount of Securities Beneficially Owned at End of Month	6) D or I
Common Stock	04/30/01	T V	500 A \$1.0625	2,000	D

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D
Non-Qualified Stock Option (right to buy)	\$9.625			
Non-Qualified Stock Option (right to buy)	\$14.00			

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Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned as of End of
		Title	Amount or Number of Shares	
-				
Non-Qualified Stock Option (right to buy)		Common Stock	15,000	15,000
Non-Qualified Stock Option (right to buy)		Common Stock	75,000	75,000

Explanation of Responses:

- 3,750 options are currently exercisable. The remaining 11,250 options becomes exercisable in three (3) equal annual installments commencing May 31, 2002.
- 37,500 options are currently exercisable. The remaining 37,500 options become exercisable in three (3) equal annual installments commencing on December 3, 2001.

SIGNATURE OF REPORTING PERSON

/S/ Downey, Ted

DATE: August 1, 2001