FORRESTER RESEARCH, INC.

Form 4

August 04, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, Expires:

OMB APPROVAL

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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 See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * Morhardt Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

FORRESTER RESEARCH, INC. [FORR]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

C/O FORRESTER RESEARCH.

08/03/2015

Chief Sales Officer

INC., 60 ACORN PARK DRIVE

(Street)

(State)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02140

(City)

(City)	(State)	^(Zip) Tabl	e I - Non-D	erivative s	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly 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. Securii on(A) or Di (Instr. 3,	ispose	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/03/2015		M(1)	1,667	A	\$0	6,208	D	
Common Stock	08/03/2015		F	542 (2)	D	\$ 33.16	5,666	D	

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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	Amour or Numbe of Shar
Restricted Stock Units	\$ 0 (3)	08/03/2015		M		1,667	<u>(4)</u>	<u>(4)</u>	common stock	1,66′
Non Qualified Stock Option (Right to Buy)	\$ 33.16	08/03/2015		A	22,500		<u>(6)</u>	08/02/2025	common stock	22,50
Restricted Stock Units	\$ 0 (3)	08/03/2015		A	7,500		<u>(7)</u>	<u>(7)</u>	common stock	7,50

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Morhardt Michael

C/O FORRESTER RESEARCH, INC.

60 ACORN PARK DRIVE

Chief Sales Officer CAMBRIDGE, MA 02140

Signatures

Maite Garcia, attorney-in-fact for Michael 08/04/2015 Morhardt

> **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, 2015 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.
- (3) Each Restricted Stock Unit represents the right to receive, following vesting, one share of Forrester Research, Inc. common stock.

Reporting Owners 2

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- (4) On August 1, 2014, the reporting person was granted 6667 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.
- (5) Each Restricted Stock Unit is the equivalent of one share of Forrester Research, Inc. common stock.
- (6) The Options become exercisable in four equal installments on the first, second, third, and fourth anniversaries of the grant date.
- (7) Unless earlier forfeited under the terms of the RSU, the award vests and converts 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. 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.