

CONCORD COMMUNICATIONS INC
 Form 4
 June 09, 2005

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 *
COOPER JACK

2. Issuer Name and Ticker or Trading Symbol
CONCORD COMMUNICATIONS INC [CCRD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2005

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

C/O CONCORD COMMUNICATIONS, INC., 600 NICKERSON ROAD

(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

MARLBORO, MA 01752

(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)
Common Stock	06/07/2005		D	V 35,000 D \$ 17 <u>(1)</u>	0	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Stock Option (Right to Buy)	\$ 5.82	06/07/2005		D	7,500	06/07/2005 ⁽²⁾ 09/24/2010	Common Stock	7,500
Stock Option (Right to Buy)	\$ 12.5	06/07/2005		D	3,750	06/07/2005 ⁽³⁾ 04/30/2011	Common Stock	3,750
Stock Option (Right to Buy)	\$ 12.1	06/07/2005		D	5,625	06/07/2005 ⁽⁴⁾ 05/05/2012	Common Stock	5,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER JACK C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752	X		Director	

Signatures

/s/ Douglas A. Batt, Pursuant to a Power of Attorney
 **Signature of Reporting Person
 06/09/2005
 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) Disposed of pursuant to the merger agreement between Concord Communications and Computer Associates in exchange for the right to receive \$17.00 per share
 This option was assumed by Computer Associates in the merger and replaced with an option to purchase 4,691 shares of Computer Associates common stock for \$9.31 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (2) Associates common stock for \$9.31 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications

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- This option was assumed by Computer Associates in the merger and replaced with an option to purchase 2,345 shares of Computer Associates common stock for \$19.99 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (3)

- This option was assumed by Computer Associates in the merger and replaced with an option to purchase 3,518 shares of Computer Associates common stock for \$19.35 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
- (4)

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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