

JOHNSTON WILLIAM D
Form 4
August 06, 2009

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 *
JOHNSTON WILLIAM D

2. Issuer Name and Ticker or Trading Symbol
SOFTECH INC [SOFT.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
211 SOUTH ROSE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/19/1996

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

KALAMAZOO, MI 49007

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.10 par value	10/19/1996		P		5,000	A	\$ 2.55	25,000	I	In Trust for Spouse, Ronda E. Stryker
Common Stock, \$.10 par value	12/22/1998		P		15,000	A	\$ 2.53	40,000	I	In Trust for Spouse, Ronda E. Stryker
Common Stock,	12/22/1998		P		5,000	A	\$ 2.46	45,000	I	In Trust for

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\$.10 par value								Spouse, Ronda E. Stryker
Common Stock, \$.10 par value	02/23/1999	P	40,000	A	\$ 2.11	85,000	I	In Trust for Spouse, Ronda E. Stryker
Common Stock, \$.10 par value	11/03/1999	P	5,000	A	\$ 1.25	90,000	I	In Trust for Spouse, Ronda E. Stryker
Common Stock, \$.10 par value	10/26/1998	<u>J</u> (1)	1,099,948	A	\$ 2.73	1,099,948	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	08/31/1999	P	55,000	A	\$ 1.4	1,154,948	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	09/01/1999	P	10,000	A	\$ 1.4	1,164,948	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	09/02/1999	P	12,500	A	\$ 1.52	1,177,448	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	09/03/1999	P	5,000	A	\$ 1.52	1,182,448	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	09/08/1999	P	7,500	A	\$ 1.52	1,189,948	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	09/13/1999	P	7,000	A	\$ 1.52	1,196,948	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	09/14/1999	P	3,000	A	\$ 1.49	1,199,948	I	By Greenleaf Capital, Inc.

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Common Stock, \$.10 par value	10/28/1999	P	12,300	A	\$ 1	1,212,248	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	02/29/2000	C	<u>807,972</u> ⁽²⁾	A	\$ 1.86	2,020,220	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	05/26/2000	C	<u>1,783,000</u> ⁽³⁾	A	\$ 1.0781	3,803,220	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	03/27/2002	C	<u>1,463,452</u> ⁽³⁾	A	\$ 1.0781	5,266,672	I	By Greenleaf Capital, Inc.
Common Stock, \$.10 par value	06/12/2007	P	21,571	A	\$ 0.08	5,288,243	I	By Greenleaf Capital, Inc.

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Stock Option	\$ 1.88	04/17/1997		A	10,000	<u>(4)</u>	04/17/2007	Common Stock	
Stock Option	\$ 4.63	04/17/1998		A	3,000	<u>(4)</u>	04/17/2008	Common Stock	
Stock Option	\$ 2.03	04/19/1999		A	3,000	<u>(4)</u>	04/19/2009	Common Stock	
Stock Option	\$ 0.18	04/17/2002		A	3,000	<u>(4)</u>	04/17/2012	Common Stock	

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Stock Option	\$ 0.13	04/16/2003	A	3,000	(4)	04/16/2013	Common Stock	
Stock Option	\$ 0.26	04/16/2004	A	3,000	(4)	04/16/2014	Common Stock	
Convertible Note	\$ 1.2 (6)	10/31/1999	A	\$ 1,500,000		10/31/1999	Common Stock	8
Call Option (obligation to sell to Issuer)	\$ 1.233	10/31/1999	D	1 (9)		10/31/1999	Common Stock	8
Convertible Note	\$ 1.0781 (10)	05/26/2000	A	\$ 3,500,000		05/26/2000	Common Stock	3,
Call Option (obligation to sell to Issuer)	\$ 1.233	05/26/2000	D	1 (9)		05/26/2000	Common Stock	3,
Convertible Note	\$ 1.2	02/29/2000	C	\$ 1,500,000		10/31/1999	Common Stock	8
Convertible Note	\$ 1.0781	03/27/2002	C	\$ 1,577,748		05/26/2000	Common Stock	1,
Convertible Note	\$ 1.0781	05/26/2000	C	\$ 1,922,252		05/26/2000	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON WILLIAM D 211 SOUTH ROSE STREET KALAMAZOO, MI 49007	X	X		

Signatures

/s/ William D.
Johnston 08/01/2009

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) An aggregate of 1,099,948 shares acquired directly from the issuer in connection with (i) Greenleaf Capital, Inc. agreeing to convert 1.5M of outstanding indebtedness into common stock and (ii) the investment of an additional \$1.5M in cash by Greenleaf Capital, Inc.
- (2) These shares were acquired directly from the issuer in connection with the conversion of \$1.5M of indebtedness into common stock.
- (3) These shares (an aggregate of 3,246,452 shares) were acquired directly from the issuer in connection with the conversion issuer of an aggregate of \$3.5 million of indebtedness into common stock. Of the aggregate 3,246,452 shares, 1,783,000 were issued on 05/26/00, and the remaining 1,463,452 shares were issued on 03/27/02.
- (4) The options become exercisable in five equal installments commencing on the date of grant.
- (5) As of the date of this report, the reporting person beneficially owned options to purchase 9,000 shares of issuer common stock, the other options reported herein expired without being exercised.
- (6) The conversion price was equal to the greater of \$1.20 (fixed price) or the average closing sale price of the Issuer's common stock for the five trading days prior to conversion.
- (7) Each of the derivative securities has a perpetual term.
- (8) Each of the convertible notes is represented by a single contract. As of the date of filing of this Form 4, the Reporting Person no longer beneficially owns any convertible notes.
- (9) Each of the call options is represented by a single contract.
- (10) The conversion price was equal to the lesser of \$1.0781 (fixed price) or the average closing sale price of the Issuer's common stock for the five trading days prior to conversion.

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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