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Klein James	R											
Form 4												
February 09,	2006											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							01 11 11 11 11	OMB APPROVAL				
	• • UNITE	D STATES						GE C	OMMISSION	OMB	3235-0287	
Check thi	is box		Was	shingto	on, I	D.C. 2054	49			Number:	January 31,	
if no longer						Expires: 200						
subject to STATEMENT OF CHAN				IGES IN BENEFICIAL OWN				OWF	NERSHIP OF	Estimated average		
Section 16. SECURITIES							burden hou					
Form 5	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						Act of $193/$	response	0.5			
obligation	ns Section 1							•	1935 or Section	า		
may cont	inue.			•		Company						
See Instru 1(b).	letion	00(11)	01 010 11			o o mp un j			~			
-(-).												
(Print or Type F	Responses)											
			2. Issuer	8					5. Relationship of Reporting Person(s) to			
Klein James	ĸĸ		Symbol				_		Issuer			
			QUADI	RAME	D C	ORP [QI)]		(Checl	k all applicable	.)	
(Last)	(First)	(Middle)	3. Date of	f Earliest	t Tra	nsaction			× ×		,	
(Month/				h/Day/Year)					Director 10% Owner			
				08/01/2005					XOfficer (give titleOther (specify below) below)			
	TION, 12110 S								Chief Te	chnology Offi	cer	
HILLS ROA	AD, SUITE 60	0										
	(Street)		4. If Ame	ndment,	Date	e Original			6. Individual or Jo	int/Group Filin	g(Check	
Filed(Mo			Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
DECTONIX	14 20100								Are than One Reporting			
RESTON, V	A 20190								Person		1 0	
(City)	(State)	(Zip)	Tabl	e I - Noi	n-De	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction I	Date 2A. Deer	ned	3.		4. Securitie			5. Amount of	6. Ownership		
Security	(Month/Day/Ye		n Date, if			(A) or Disp			Securities	Form: Direct	Indirect Beneficial	
(Instr. 3)		any (Month/Day/			Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8)					Beneficially (D) or Ben Owned Indirect (I) Own		
		(infoliation	Juji i cui)	(mou.	0)				Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported			
							or		Transaction(s) (Instr. 3 and 4)			
~				Code	V	Amount	(D)	Price	(msu. 5 anu 4)			
Common Stock (1)	08/01/2005			А		100,000	А	\$0	350,000 (2)	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5))		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numł Share
Employment Stock Option (right to buy)	\$ 1.74	08/01/2005		А	200,000	(3)	08/01/2015	Common Stock	200,
Employee Stock Option (right to buy)	\$ 1.7	02/06/2006		А	50,000	<u>(5)</u>	02/06/2016	Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Klein James R C/O QUADRAMED CORPORATION 12110 SUNSET HILLS ROAD, SUITE 600 RESTON, VA 20190			Chief Technology Officer			

Signatures

/s/ James R. Klein	02/09/2006		
<u>**</u> 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).

Pursuant to a Restricted Stock Agreement, dated August 1, 2005, the Company awarded Mr. Klein 100,000 shares of restricted stock. The forfeiture restrictions on such shares lapse as follows: 35,000 on August 1, 2006, 35,000 on August 1, 2007, and 30,000 on August 1,

- (1) 2008; provided that the forfeiture restrictions shall lapse for such number of shares only if Mr. Klein has been continuously employed with the Company through each such date. In the event of a Change in Control or Mr. Klein's Involuntary Termination (as such terms are defined in the Restricted Stock Agreement), the forfeiture restrictions shall automatically lapse.
- (2) 250,000 of such shares of common stock are issuable upon the exercise of options.
- (3) The options vest in accordance with the terms of the Inducement Stock Option Agreement, effective August 1, 2005; 25% vest on the first anniversary of the grant, with the remaining 75% vesting pro rata over the next 36 months.
- (4) Mr. Klein was awarded the options as an inducement for his employment.
- (5) The options vest in accordance with the terms of the 2004 Stock Compensation Plan; 25% vest on the first anniversary of the grant, with the remaining 75% vesting pro rata over the next 36 months.
- (6) Mr. Klein was awarded the options in connection with his employment.

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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