

Twietmeyer Thomas H
 Form 4
 February 24, 2006

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 *
 Twietmeyer Thomas H

2. Issuer Name and Ticker or Trading Symbol
 AGILE SOFTWARE CORP [AGIL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 6373 SAN IGNACIO AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/22/2006

____ Director
 Officer (give title below) _____ Other (specify below)
 Vice President of Finance

SAN JOSE, CA 95119
 (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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Non-Qualified Stock Option (right to buy)	\$ 0.001	02/22/2006	A	25,000					<u>(1)</u>	03/24/2006 ⁽²⁾	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 6.36	02/22/2006	A	50,000					<u>(3)</u>	02/22/2016	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Twietmeyer Thomas H 6373 SAN IGNACIO AVENUE SAN JOSE, CA 95119			Vice President of Finance	

Signatures

Carolyn V. Aver for Thomas Twietmeyer
02/24/2006

__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).
- Options are exercisable upon grant. In the event the Reporting Person's employment with the Company is terminated, the Company has
- (1) the right to repurchase the shares issued upon the exercise of the options, at the aggregate exercise price for the repurchased shares, with such right expiring with respect to 50% of the shares on 3/01/2007 and 50% on 3/01/2008.
 - (2) Options expire thirty (30) days after the grant date.
 - (3) Options are exercisable when vested. Vesting is as follows: 50% on 3/01/2007 and the balance of 50% on 3/01/2008 provided the Optionee continues service up to or beyond the vest date. Options expire ten (10) years from 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.