

SEMERJIAN DAYTON
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 *
SEMERJIAN DAYTON

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)
EVP, Marketing

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (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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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 11.05 | 06/07/2005 | | D | 7,500 | 06/07/2005 ⁽¹⁾ | 04/17/2008 | Common Stock | 7,500 |
| Employee Stock Option (Right to Buy) | \$ 16.79 | 06/07/2005 | | D | 4,700 | 06/07/2005 ⁽²⁾ | 12/10/2008 | Common Stock | 4,700 |
| Employee Stock Option (Right to Buy) | \$ 12.24 | 06/07/2005 | | D | 60,000 | 06/07/2005 ⁽³⁾ | 04/05/2012 | Common Stock | 60,000 |
| Employee Stock Option (Right to Buy) | \$ 9.23 | 06/07/2005 | | D | 75,000 | 06/07/2005 ⁽⁴⁾ | 04/05/2012 | Common Stock | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SEMERJIAN DAYTON C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752 | | | EVP, Marketing | |

Signatures

/s/ Douglas A. Batt Pursuant to a Power of Attorney

06/09/2005

**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).

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 \$17.67 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Semerjian and Concord Communications, this option became fully vested upon the consummation of the merger

(1) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 2,939 shares of Computer Associates common stock for \$26.85 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Semerjian and Concord Communications, this option became fully vested upon the consummation of the merger

(2) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 37,530 shares of Computer Associates common stock for \$19.57 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Semerjian and Concord Communications, this option became fully vested upon the consummation of the merger

(3) This option was assumed by Computer Associates in the merger and replaced with an option to purchase 46,912 shares of Computer Associates common stock for \$14.76 per share. In accordance with the Amendment and Restated Management Change in Control Agreement between Mr. Semerjian and Concord Communications, this option became fully vested upon the consummation of the merger

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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