

Bruchey Marchai Burris  
 Form 4  
 April 30, 2010

**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 \*  
 Bruchey Marchai Burris

2. Issuer Name and Ticker or Trading Symbol  
 CHORDIANT SOFTWARE INC  
 [CHRD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 20400 STEVENS CREEK  
 BLVD., SUITE 400  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/21/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 SVP & Chief Marketing Officer

CUPERTINO, CA 95014

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 04/21/2010                           |  | M                              |   | 50,000  | A  | \$ 0                              |
| Common Stock                    | 04/21/2010                           |  | M                              |   | 25,000  | A  | \$ 0                              |
| Common Stock                    | 04/21/2010                           |  | D                              |   | 75,000  | D  | 0                                 |

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

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SEC 1474  
 (9-02)

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)

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                     | (2)  | 04/21/2010                           |  | M                              | 50,000 (3)  | 04/21/2010 04/21/2010                                    | Common Stock 50,000 (4)                                       |
| Restricted Stock Units                     | (2)  | 04/21/2010                           |  | M                              | 25,000 (5)  | 04/21/2010 04/21/2010                                    | Common Stock 25,000 (4)                                       |
| Stock Option (right to buy)                | \$ 2.87  | 04/21/2010                           |  | D                              | 49,000 (6)  | (6) 11/24/2016   | Common Stock 49,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Bruchey Marchai Burris<br>20400 STEVENS CREEK BLVD.<br>SUITE 400<br>CUPERTINO, CA 95014 |               |           | SVP & Chief Marketing Officer |       |

## Signatures

/s/ Peter Norman  
(Attorney-In-Fact) 04/29/2010

\*\*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).

Disposed of pursuant to the terms of the Agreement and Plan of Merger dated March 14, 2010 by and among Pegasystems Inc., Maple

(1) Leaf Acquisition Corp. and Chordiant Software, Inc. (the "Merger Agreement") in exchange for the right to receive an amount in cash equal to \$5.00 per share on the effective date of the merger.

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- (2) Each restricted stock unit represents a contingent right to receive one share of CHRD common stock.
- (3) Reflects shares that vested on 4/21/2010 under RSU grant from 05/12/2009
- (4) Reflects conversion of RSU into Common Stock
- (5) Reflects shares that vested on 4/21/2010 under RSU grant from 11/24/2009

This option, which provided for vesting in equal monthly installments over four years beginning 11/24/2009, was assumed by

- (6) Pegasystems Inc. pursuant to the Merger Agreement and replaced with an option to purchase 6,408 shares of Pegasystems Inc. common stock for \$21.943 per share.

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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