

KLAUS L GEORGE
Form 4
February 14, 2011

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 *
KLAUS L GEORGE

2. Issuer Name and Ticker or Trading Symbol
EPICOR SOFTWARE CORP
[EPIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2011

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

C/O EPICOR SOFTWARE CORPORATION, 18200 VON KARMAN AVENUE, SUITE 1000
(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

IRVINE, CA 92612

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/10/2011 | | A | | 150,000 | A | (\$ 3,639,589 ⁽²⁾) |
| Common Stock | 02/11/2011 | | D ⁽³⁾ | | 95,838 | D | \$ 0 3,543,751 ⁽²⁾ |
| Common Stock | 02/11/2011 | | F ⁽⁴⁾ | | 93,793 | D | \$ 11.19 3,449,958 ⁽²⁾ |
| Common Stock | 02/11/2011 | | D ⁽³⁾ | | 31,816 | D | \$ 0 358,889 ⁽²⁾ |
| | 02/11/2011 | | F ⁽⁵⁾ | | 23,694 | D | 335,195 ⁽²⁾ |

By spouse.

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Common Stock \$ 11.19 By spouse.

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| KLAUS L GEORGE C/O EPICOR SOFTWARE CORPORATION 18200 VON KARMAN AVENUE, SUITE 1000 IRVINE, CA 92612 | X | | CEO/President | |

Signatures

/s/John D. Ireland, Attorney in Fact 02/14/2011

**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) Grant to recipient in a transaction exempt under rule 16b-3(e). The shares are subject to a lapsing right of forfeiture in favor of the Company. Reporting person is deemed to have paid par value, \$0.001 per share for each share of restricted stock for service rendered.
 - (2) Includes restricted shares subject to lapsing right of forfeiture.

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- (3) In an exempt disposition to the issuer under rule 16b-3(e), the issuer exercised its right of repurchase on the restricted shares indicated herein.
- In an exempt disposition to the issuer under rule 16b-3(e) and pursuant to a long standing election by recipient, the recipient remitted
- (4) shares to the issuer in connection with the satisfaction of withholding tax obligation arising out of the lifting of the restrictions on previously reported restricted stock grant.
- In an exempt disposition to the issuer under rule 16b-3(e) and pursuant to a long standing election by recipient, the recipient, who is the spouse of the reporting person, remitted shares to the issuer in connection with the satisfaction of withholding tax obligation arising out of the lifting of the restrictions on previously reported restricted stock grant. Reporting person disclaims beneficial ownership of spouse's shares.
- (5)

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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