## Edgar Filing: OPNET TECHNOLOGIES INC - Form 4

OPNET TEC Form 4 February 26,	HNOLOGIES 2007	INC											
FORM	Δ									-	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287				
Check this box if no longer										Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Estimated avera					
Section 16 Form 4 or	Section 16. SECURITIES							burden hou	•				
Form 5		ursuant to	Section 16	6(a) of tl	he Se	ecuriti	es Ey	chang	ge Act of 1934,	response	0.5		
obligation may conti	<sup>8</sup> Section $1'$								f 1935 or Sectio	n			
See Instru 1(b).		30(h)	of the Inv	vestmen	t Coi	mpany	/ Act	of 19	40				
(Print or Type R	esponses)												
COHEN ALAIN J Symbol				NET TECHNOLOGIES INC					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)		E all's of T	r				X Director	<b>V</b> 100	7 Owner		
(Last) (First) (Mudde) 5. Date of (Month/Da				of Earliest Transaction Day/Year)					XOfficer (give titleOther (specify				
7255 WOODMONT AVE 02/22/20				2007					below) below) President & Chief Tech Officer				
				Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
				d(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	I Non	Douis	untino C		tion A o		f or Donoficial	ller Ormod		
	от <i>с</i> р							ues Aco	quired, Disposed of		-		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	emed on Date, if /Day/Year)		tionA Di ) (In	isposed nstr. 3, 4	(A) o of (D	) 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	00/00/0005			Code				Price	1 (20 110	D			
Stock (1)	02/22/2007			А	1,	,956	A	\$0	4,630,410	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)

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. Transact Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Addre	SS	Relationships						
F8	Director	10% Owner	Officer	Other				
COHEN ALAIN J 7255 WOODMONT AVE BETHESDA, MD 20814	Х	Х	President & Chief Tech Officer					
Signatures								
Alain J. Cohen	02/26/2007							

\*\*Signature of

Reporting Person

## **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v). \*

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock grant: 1/3 of the shares vest on each February 22, 2009, 2010, and 2011.

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.