

SMIT ERIC
Form 4
April 12, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMIT ERIC

2. Issuer Name **and** Ticker or Trading
Symbol
EGAIN COMMUNICATIONS
CORP [egan]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2012

___ Director
 Officer (give title below)
___ 10% Owner
___ Other (specify below)
CFO

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/11/2012		M	350 A \$ 1.6	350	D	
Common Stock ⁽¹⁾	04/11/2012		S	350 D \$ 5.5443 <u>(2)</u> <u>(3)</u>	0	D	
Common Stock	04/11/2012		M	750 A \$ 1.6	750	D	
Common Stock ⁽¹⁾	04/11/2012		S	750 D \$ 5.5443 <u>(2)</u> <u>(3)</u>	0	D	
	04/11/2012		M	1,350 A \$ 0.64	1,350	D	

Common
Stock

Common Stock <u>(1)</u>	04/11/2012		\$	1,350	D	5.5443	0	D
						<u>(2)</u>	<u>(3)</u>	

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 (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 (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. Amount or Number of Shares
Employee Stock Option Plan (right to buy)	\$ 1.6	04/11/2012		M	350	<u>(4)</u> 10/22/2012	Common Stock	350
Employee Stock Option Plan (right to buy)	\$ 1.6	04/11/2012		M	750	<u>(5)</u> 10/22/2012	Common Stock	750
Employee Stock Option Plan (right to buy)	\$ 0.64	04/11/2012		M	1,350	<u>(6)</u> 05/27/2015	Common Stock	1,350

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMIT ERIC

CFO

Signatures

Eric Smit

04/12/2012

 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) This sale of common stock was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person March 8, 2012.
- (2) Reporting person undertakes to provide upon request by the Securirites and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold with the range indicated.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$5.47 to \$5.60.
- (4) This option became exerciable as to 1/48th of the shares each full month as of 09/01/2002. The full vest date was 09/01/2006.
- (5) This option became exerciable as to 100% of the shares on 12/31/2002.
- (6) This option became exerciable as to 1/48th of the shares each full month as 1/1/2005.

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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