

CHORDIANT SOFTWARE INC

Form 4

April 28, 2010

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEVENS RICHARD G**

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)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(D)	Price
Common Stock	04/21/2010		U		41,848	D	\$ 5 0

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.**

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 12.62	04/21/2010		D	5,000	<u>(2)</u> 04/24/2017	Common Stock	5,000
Stock Option (right to buy)	\$ 6.65	04/21/2010		D	5,000	<u>(3)</u> 08/02/2016	Common Stock	5,000
Stock Option (right to buy)	\$ 8.45	04/21/2010		D	2,916	<u>(4)</u> 03/06/2016	Common Stock	2,916
Stock Option (right to buy)	\$ 8.45	04/21/2010		D	10,000	<u>(5)</u> 03/06/2016	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS RICHARD G 20400 STEVENS CREEK BLVD. SUITE 400 CUPERTINO, CA 95014	X	X		

## Signatures

/s/ Peter Norman  
(Attorney-In-Fact) 04/28/2010

\_\_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).

(1) Disposed of pursuant to the terms of the Agreement and Plan of Merger dated March 14, 2010 by and among Pegasystems Inc., Maple Leaf Acquisition Corp. and Chordiant Software, Inc. (the "Merger Agreement") in exchange for the right to receive an amount in cash

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equal to \$5.00 per share on the effective date of the merger.

- (2) This option, which provided for vesting in equal monthly installments beginning 04/25/2007, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (3) This option, which provided for vesting in equal monthly installments beginning 08/02/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (4) This option, which provided for vesting in equal monthly installments beginning 03/7/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (5) This option, which provided for vesting in equal monthly installments over two years after a one year cliff beginning 03/7/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.

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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