#### CHORDIANT SOFTWARE INC

Form 4 April 04, 2006

#### FORM 4

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

**OMB** Number:

Check this box 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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **KELLY STEPHEN** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CHORDIANT SOFTWARE INC

[CHRD]

(Check all applicable)

(Street)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

04/03/2006

Officer (give title below)

10% Owner Other (specify

**OMB APPROVAL** 

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

20400 STEVENS CREEK

**BLVD.,SUITE 400** 

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

X\_ Director

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CUPERTINO, CA 95014

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

Following

Code V (D) Price Amount

(Instr. 3 and 4)

Common 04/03/2006 Stock

50,000 \$ S D (1) 3.38

449,664 (2)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: CHORDIANT SOFTWARE INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
							Date	Title Number			
				~					of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

KELLY STEPHEN
20400 STEVENS CREEK BLVD.,SUITE 400 X
CUPERTINO, CA 95014

# **Signatures**

Nancy H. Wojtas (Attorney-in-Fact) 04/04/2006

\*\*Signature of Reporting Person Dat

#### **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) The sale reported on this Form 4 was effected pursuant to a Rule 10b-5-1 trading plan adopted by the reporting person on 5/31/05 and amended on 2/22/06.
- (2) Does not include 237,823 shares held by spouse of Mr. Kelly.

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. \$ 16.68 5,000 D

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Topolong of not it will fire the con-	Director	10% Owner	Officer	Other				
FREY JOHN W								
P.O. BOX 45308			VP-Safety Oper. and Compliance					
OMAHA. NE 68145								

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### **Signatures**

John W. Frey 10/25/2005

\*\*Signature of Date
Reporting Person

## **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).
- Stock options become exercisable in the following percentages at the specified number of months from grant date: 25% at 24 months; 20% each at 36, 48, and 60 months; and 15% at 72 months.

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