Schaffer Shelly B. Form 4 October 09, 2009

# FORM 4

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

OMB 3235-0287

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Number: January 31, Expires:

2005

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**OMB APPROVAL** 

if no longer subject to Section 16.

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Form 4 or Form 5 obligations

may continue.

See Instruction

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Schaffer Shelly B.

Symbol

Support.com, Inc. [SPRT]

(Check all applicable)

(Last)

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner

1900 SEAPORT

08/21/2009

(Month/Day/Year)

X\_ Officer (give title Other (specify below) below)

6. Individual or Joint/Group Filing(Check

**CFO** 

BOULEVARD, 3RD FLOOR

4. If Amendment, Date Original

Applicable Line)

(Street)

\_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

(Instr. 4)

Person

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

REDWOOD CITY, CA 94063

(City) (State) (Zip) 1. Title of

(Month/Day/Year)

2. Transaction Date 2A. Deemed 3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

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

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Am Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Securities **Expiration Date** Underlying Sec Security or Exercise any Code Acquired (A) or (Month/Day/Year) (Instr. 3 and 4)

(Instr. 3, 4 and 5)

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	(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	nstr. 8) Disposed of (I (Instr. 3, 4, and					
		Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
	Employee Stock Option (right to buy)	\$ 3.66	08/21/2009		D		449,000	<u>(1)</u>	03/05/2015	Common Stock	4
	Employee Stock Option (right to buy)	\$ 2.32	08/21/2009		A	449,000		(3)	08/21/2016	Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Schaffer Shelly B. 1900 SEAPORT BOULEVARD 3RD FLOOR REDWOOD CITY, CA 94063			CFO			

# **Signatures**

/s/ David Laser, by power of attorney 10/09/2009

\*\*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) 25% of the total number of shares subject to the option vest on the one year anniversary of the Vesting Commencement Date and 1/48th of the total number of shares subject to the option vest on the monthly anniversary of the Vesting Commencement Date thereafter.
- On August 21, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 449,000 shares of SPRT (2) common stock granted to the reporting person on March 5, 2008. In exchange, the reporting person received a replacement option for 449,000 shares, having an exercise price of \$2.32 per share.
- (3) One third of the Total Number of Shares subject to this option shall vest on the one year anniversary of the Transaction Date, and 1/36th of the total shares subject to the grant shall vest on the monthly anniversary of the Transaction Date thereafter

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.

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