

CROWELL WILLIAM  
Form 4  
December 03, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CROWELL WILLIAM**

(Last) (First) (Middle)

**C/O ARCSIGHT, INC., 5 RESULTS WAY**

(Street)

**CUPERTINO, CA 95014**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ArcSight Inc [ARST]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/01/2009**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 12/01/2009                           |  | M <sup>(1)</sup>               | A   | 4,000   | \$ 0.16  | 4,000   | D |
| Common Stock                    | 12/01/2009                           |  | M <sup>(1)</sup>               | A   | 312   | \$ 9   | 4,312   | D |
| Common Stock                    | 12/01/2009                           |  | S <sup>(1)</sup>               | D   | 4,312   | \$ 23.0069   | 0   | D |
|                                 |                                      |  |                                |   |   | <sup>(2)</sup>   |   |   |

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**

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(9-02)

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. 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)                | \$ 0.16  | 12/01/2009                           |  | M <sup>(1)</sup>               | 4,000   | <sup>(3)</sup> 04/22/2013                                | Common Stock  | 4,000                         |
| Stock Option (Right to Buy)                | \$ 9   | 12/01/2009                           |  | M <sup>(1)</sup>               | 312   | <sup>(4)</sup> 02/13/2018                                | Common Stock  | 312                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CROWELL WILLIAM<br>C/O ARCSIGHT, INC.<br>5 RESULTS WAY<br>CUPERTINO, CA 95014 | X             |           |         |       |

## Signatures

/s/ Tram T. Phi as attorney-in-fact for William P. Crowell 12/03/2009

\_\_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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person.

Represents a weighted average sales price per share. The prices actually received ranged from \$22.75 to \$23.40. The reporting person has

(2) provided to the issuer, and will provide to the SEC staff or any security holder of the issuer, information regarding the number of shares sold at each price within the range.

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- (3) The option is 100% vested and exercisable.
- (4) The option vested and became exercisable as to 1/36th of the shares on March 14, 2008 and vests and becomes exercisable as to 1/36th of the shares at the end of each full month thereafter; provided that such vesting is subject to acceleration upon a corporate transaction.

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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