

CHORDIANT SOFTWARE INC
 Form 4/A
 September 14, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/07/2006

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

C/O CHORDIANT SOFTWARE, INC., 20400 STEVENS CREEK BLVD., STE. 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/13/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CUPERTINO, CA 95014

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.45	03/07/2006		A	10,000	<u>(1)</u> 03/06/2016	03/06/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 8.45	03/07/2006		A	1,750	<u>(2)</u> 03/06/2016	03/06/2016	Common Stock	1,750
Stock Option (Right to Buy)	\$ 8.45	03/07/2006		A	1,166	<u>(3)</u> 03/06/2016	03/06/2016	Common Stock	1,166

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS RICHARD G C/O CHORDIANT SOFTWARE, INC. 20400 STEVENS CREEK BLVD., STE. 400 CUPERTINO, CA 95014		X		

Signatures

/s/Nancy H. Wojtas
(Attorney-in-Fact) 09/14/2007

__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) Twenty-Five Per Cent (25%) of the shares vest on 3/7/07 and the balance of the shares vest monthly thereafter over twenty-four (24) months.
- (2) Vests monthly from the date of grant at the rate of 250 shares per month.
- (3) Vests monthly from the date of grant at the rate of 167 shares per month.

Remarks:

All numbers on the amended Form 4 represent post-split numbers.

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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