

MOTIVE INC
Form 4
March 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
Abel Scott R

(Last) (First) (Middle)
12515 RESEARCH BLVD., BUILDING 5
(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOTIVE INC [MOTV]

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2005

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)
EVP Product Group

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) Code V Amount (D) Price			
Common Stock	03/16/2005		S	1,000 ⁽¹⁾ D \$ 10.15	636,840	I	by Miko Ventures, Ltd. ⁽²⁾
Common Stock	03/16/2005		S	800 ⁽¹⁾ D \$ 10.17	636,040	I	by Miko Ventures, Ltd. ⁽²⁾
Common Stock	03/16/2005		S	200 ⁽¹⁾ D \$ 10.18	635,840	I	by Miko Ventures, Ltd. ⁽²⁾
Common Stock	03/16/2005		S	2,515 ⁽¹⁾ D \$ 10.19	633,325	I	by Miko Ventures,

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
Common Stock		03/16/2005		S	100 ⁽¹⁾ D	\$ 10.2	633,225	I	Ltd. ⁽²⁾ by Miko Ventures, Ltd. ⁽²⁾
Common Stock		03/16/2005		S	285 ⁽¹⁾ D	\$ 10.21	632,940	I	by Miko Ventures, Ltd. ⁽²⁾
Common Stock		03/16/2005		S	100 ⁽¹⁾ D	\$ 10.23	632,840	I	by Miko Ventures, Ltd. ⁽²⁾
Common Stock		03/16/2005		S	2,000 ⁽¹⁾ D	\$ 10.25	630,840	I	by Miko Ventures, Ltd. ⁽²⁾
Common Stock		03/16/2005		S	900 ⁽¹⁾ D	\$ 10.28	629,940	I	by Miko Ventures, Ltd. ⁽²⁾
Common Stock		03/16/2005		S	100 ⁽¹⁾ D	\$ 10.29	629,840	I	by Miko Ventures, Ltd. ⁽²⁾

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abel Scott R 12515 RESEARCH BLVD. BUILDING 5 AUSTIN, TX 78759			EVP Product Group	

Signatures

James Wesley Jones, Attorney-In-Fact	03/16/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Shares were sold under Reporting Person's 10(b)5-1 Plan.
 - (2) Mr. Abel is the general manager of Miko Ventures, Ltd.

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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