

OPNET TECHNOLOGIES INC  
Form 4  
July 25, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
COHEN MARC A

2. Issuer Name and Ticker or Trading Symbol  
OPNET TECHNOLOGIES INC  
[OPNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
7255 WOODMONT AVE.  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/14/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, CEO, Treas. & Sec.

BETHESDA, MD 20814

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

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

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	Price				
Common Stock	07/14/2011		M		25,000	\$ 10.59	A	2,695,501	D	
Common Stock	07/14/2011		M		25,000	\$ 10.59	A	2,720,501	D	
Common Stock	07/14/2011		M		25,000	\$ 10.59	A	2,745,501	D	
Common Stock	07/14/2011		M		25,000	\$ 10.59	A	2,770,501	D	
Common Stock	07/14/2011		F		54,895	\$ 41.14	D	2,715,606	D	

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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)

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
Employee Stock Option (Right to Buy)	\$ 10.59	07/14/2011		M	25,000	04/01/2002 07/24/2011	Common Stock 25,000
Employee Stock Option (Right to Buy)	\$ 10.59	07/14/2011		M	25,000	04/01/2003 07/24/2011	Common Stock 25,000
Employee Stock Option (Right to Buy)	\$ 10.59	07/14/2011		M	25,000	04/01/2004 07/24/2011	Common Stock 25,000
Employee Stock Option (Right to Buy)	\$ 10.59	07/14/2011		M	25,000	04/01/2005 07/24/2011	Common Stock 25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN MARC A 7255 WOODMONT AVE.	X	X	Chairman, CEO, Treas. & Sec.	

BETHESDA, MD 20814

## Signatures

/s/ Dennis R. McCoy,  
Attorney-In-Fact

07/25/2011

\_\_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).

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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