

ELOYALTY CORP

Form 4

August 17, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER G LEONARD JR

(Last) (First) (Middle)

**755 PAGE MILL ROAD, SUITE
A-200**

(Street)

PALO ALTO, CA 943041005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ELOYALTY CORP [ELOY]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common (1)	08/15/2007		P	276 A \$ 14.1	29,238 (1)	I	By Trust (Trustees) (2)
Common (3)	08/15/2007		P	276 A \$ 14.1	78,041 (3)	I	By Shares Held By Ltd Partnership (SND) (4)
Common (5)	08/15/2007		P	18,668 A \$ 14.1	1,549,407 (5)	I	By Shares Held By Ltd Partnership

Common (1)	08/16/2007	P	93	A	\$ 12.8801 (7)	29,331 (1)	I	(SHV) (6) By Trust (Trustees) (2)
Common (5)	08/16/2007	P	6,273	A	\$ 12.8801 (7)	1,555,680 (5)	I	By Shares Held By Ltd Partnership (SHV) (6)
Common (3)	08/16/2007	P	93	A	\$ 12.8801 (7)	78,134 (3)	I	By Shares Held By Ltd Partnership (SND) (4)
Common (1)	08/17/2007	P	93	A	\$ 13.4006 (7)	29,424 (1)	I	By Trust (Trustees) (2)
Common (5)	08/17/2007	P	6,273	A	\$ 13.4006 (7)	1,561,953 (5)	I	By Shares Held By Ltd Partnership (SHV) (6)
Common (3)	08/17/2007	P	93	A	\$ 13.4006 (7)	78,227 (3)	I	By Shares Held By Ltd Partnership (SND) (4)
Common (8)						14,707 (8)	I	By Shares Held By Ltd Partnership (SHAI) (9)
Common (10)						37,265 (10)	I	By Shares Held By Ltd Partnership (SHQP) (11)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAKER G LEONARD JR 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 943041005	X

Signatures

By: Robert Yin, by power of attorney
08/17/2007

__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) Includes 8,072 shares of Series B Preferred Stock that are currently convertible on a one-for-one basis into shares of Common Stock.
 - (2) Shares held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.
 - (3) Includes 59,103 shares of Series B Preferred Stock that are currently convertible on a one-for-one basis into shares of Common Stock.
 - (4) Shares held by a limited partnership of which the reporting person is a General Partner. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
 - (5) Includes 938,952 shares of Series B Preferred Stock that are currently convertible on a one-for-one basis into shares of Common Stock.
 - (6) Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General Partner of Sutter Hill Ventures, A California Limited Partnership. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
 - (7) This represents the weighted average sales price.
 - (8) Includes 8,854 shares of Series B Preferred Stock that are currently convertible on a one-for-one basis into shares of Common Stock.
 - (9) Shares held by Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person is a Managing Director of the General Partner of Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
 - (10) Includes 22,418 shares of Series B Preferred Stock that are currently convertible on a one-for-one basis into shares of Common Stock.

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Shares held by Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person is a Managing Director of the General Partner of Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

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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