

WADSWORTH ROBERT M
 Form 4
 June 09, 2005

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 *
WADSWORTH ROBERT M

2. Issuer Name and Ticker or Trading Symbol
CONCORD COMMUNICATIONS INC [CCRD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Director

(Last) (First) (Middle)
C/O CONCORD COMMUNICATIONS, INC., 600 NICKERSON ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2005

MARLBORO, MA 01752
 (City) (State) (Zip)

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

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)
Common Stock	06/07/2005		D	V	47,600 \$ 17 <u>(1)</u>	D	

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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.5	06/07/2005		D	5,000	06/07/2005 ⁽²⁾ 04/30/2006	Common Stock	5,000
Stock Option (Right to Buy)	\$ 43.375	06/07/2005		D	5,000	06/07/2005 ⁽³⁾ 04/27/2007	Common Stock	5,000
Stock Option (Right to Buy)	\$ 21.625	06/07/2005		D	5,000	06/07/2005 ⁽⁴⁾ 04/25/2008	Common Stock	5,000
Stock Option (Right to Buy)	\$ 19.7	06/07/2005		D	7,500	06/07/2005 ⁽⁵⁾ 04/24/2010	Common Stock	7,500
Stock Option (Right to Buy)	\$ 12.5	06/07/2005		D	3,750	06/07/2005 ⁽⁶⁾ 04/30/2011	Common Stock	3,750
Stock Option (Right to Buy)	\$ 12.1	06/07/2005		D	5,625	06/07/2005 ⁽⁷⁾ 05/05/2012	Common Stock	5,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WADSWORTH ROBERT M C/O CONCORD COMMUNICATIONS, INC. 600 NICKERSON ROAD MARLBORO, MA 01752	X		Director	

Signatures

/s/ Douglas A. Batt, Pursuant to a Power of Attorney

06/09/2005

__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) Disposed of pursuant to the merger agreement between Concord Communications and Computer Associates in exchange for the right to receive \$17.00 per share
This option was assumed by Computer Associates' in the merger and replaced with an option to purchase 3,127 shares of Computer Associates' common stock for \$37.57 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
 - (2) This option was assumed by Computer Associates' in the merger and replaced with an option to purchase 3,127 shares of Computer Associates' common stock for \$69.35 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
 - (3) This option was assumed by Computer Associates' in the merger and replaced with an option to purchase 3,127 shares of Computer Associates' common stock for \$34.58 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
 - (4) This option was assumed by Computer Associates' in the merger and replaced with an option to purchase 4,691 shares of Computer Associates' common stock for \$31.50 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
 - (5) This option was assumed by Computer Associates' in the merger and replaced with an option to purchase 2,345 shares of Computer Associates' common stock for \$19.99 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
 - (6) This option was assumed by Computer Associates' in the merger and replaced with an option to purchase 3,518 shares of Computer Associates' common stock for \$19.35 per share. Pursuant to its terms, this option became fully vested upon the consummation of Computer Associates' acquisition of Concord Communications
 - (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.