

COMMVault SYSTEMS INC  
 Form 4  
 November 03, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
**WALKER DAVID F**

2. Issuer Name and Ticker or Trading Symbol  
**COMMVault SYSTEMS INC [CVLT]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/01/2011**

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

**2 CRESCENT PLACE**

(Street)

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

**OCEANPORT, NJ 07757**

(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)
				Code	V	Amount or Price			
Common Stock <sup>(1)</sup>	11/01/2011	11/01/2011	M	652	A	\$ 17.6	16,319	D	
Common Stock <sup>(1)</sup>	11/01/2011	11/01/2011	S	652	D	\$ 45	15,667	D	
Common Stock <sup>(1)</sup>	11/02/2011	11/02/2011	M	6,848	A	\$ 17.6	22,515	D	
Common Stock <sup>(1)</sup>	11/02/2011	11/02/2011	S	6,848	D	\$ 45.01 <sup>(2)</sup>	15,667	D	
Common Stock <sup>(1)</sup>	11/02/2011	11/02/2011	M	1,250	A	\$ 19.25	16,917	D	

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Common Stock <u>(1)</u>	11/02/2011	11/02/2011	S	1,250	D	\$ 45.01 <u>(2)</u>	15,667	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	8. Amount or Number of Shares
Options to Purchase Common Stock <u>(1)</u>	\$ 17.6	11/01/2011	11/01/2011	M	652	<u>(3)</u> 06/14/2017	Common Stock	652
Options to Purchase Common Stock <u>(1)</u>	\$ 17.6	11/02/2011	11/02/2011	M	6,848	<u>(3)</u> 06/14/2017	Common Stock	6,848
Options to Purchase Common Stock <u>(1)</u>	\$ 19.25	11/02/2011	11/02/2011	M	1,250	<u>(4)</u> 08/14/2019	Common Stock	1,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER DAVID F 2 CRESCENT PLACE	X			

OCEANPORT, NJ 07757

## Signatures

Warren H. Mondschein,  
Attorney-in-Fact

11/03/2011

\_\_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).
- (1) All transactions shown on this form have taken place pursuant to a pre-arranged trading plan in compliance with Rule 10b5-1 of the Securities and Exchange Act of 1934.
- (2) Represents average sale price.
- (3) The options vested over 4 years from the date of grant, as follows: 25% on the first anniversary of the grant, quarterly thereafter for the remaining three years.
- (4) The options to purchase common stock vested 100% on the first anniversary of the grant.

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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