

CHORDIANT SOFTWARE INC

Form 4/A

September 14, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEVENS RICHARD G

(Last) (First) (Middle)

**C/O CHORDIANT SOFTWARE,
INC., 20400 STEVENS CREEK
BLVD., STE. 400**

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**CHORDIANT SOFTWARE INC
[CHRD]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/13/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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	Price		

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

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information contained in this form are not
required to respond unless the form
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.45	03/07/2006		A		10,000		<u>(1)</u>	03/06/2016	Common Stock	10,000
StockOption (Right to Buy)	\$ 8.45	03/07/2006		A		1,750		<u>(2)</u>	03/06/2016	Common Stock	1,750
Stock Option (Right to Buy)	\$ 8.45	03/07/2006		A		1,166		<u>(3)</u>	03/06/2016	Common Stock	1,166

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STEVENS RICHARD G C/O CHORDIANT SOFTWARE, INC. 20400 STEVENS CREEK BLVD., STE. 400 CUPERTINO, CA 95014	X

Signatures

/s/Nancy H. Wojtas
(Attorney-in-Fact) 09/14/2007

__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) Twenty-Five Per Cent (25%) of the shares vest on 3/7/07 and the balance of the shares vest monthly thereafter over twenty-four (24) months.
- (2) Vests monthly from the date of grant at the rate of 250 shares per month.
- (3) Vests monthly from the date of grant at the rate of 167 shares per month.

Remarks:

All numbers on the amended Form 4 represent post-split numbers.

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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