BARTOW WILLIAM C

Form 4

November 24, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

Expires: 2005 Estimated average

January 31,

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * **BARTOW WILLIAM C**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Month/Day/Year)

NETEGRITY INC [NETE]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

C/O NETEGRITY, INC., 201

JONES ROAD

11/24/2004 below) below)

Vice President Engineering

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WALTHAM, MA 02451

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

Edgar Filing: BARTOW WILLIAM C - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee stock option (right to buy)	\$ 3.62	11/24/2004		D	27,000	03/25/2003(1)	03/25/2013	Common Stock	27,0
Employee stock option (right to buy)	\$ 3.62	11/24/2004		D	7,500	03/25/2003(2)	03/25/2010	Common Stock	7,50
Employee stock option (right to buy)	\$ 3.62	11/24/2004		D	10,500	03/25/2003(3)	03/25/2010	Common Stock	10,5
Employee stock option (right to buy)	\$ 4.55	11/24/2004		D	12,679	04/25/2003(4)	04/25/2013	Common Stock	12,6
Employee stock opton (right to buy)	\$ 4.55	11/24/2004		D	14,321	04/25/2003(5)	04/25/2013	Common Stock	14,3
Employee stock opton (right to buy)	\$ 4.55	11/24/2004		D	2,500	04/25/2003(6)	04/25/2010	Common Stock	2,50
Employee stock option (right to buy)	\$ 4.55	11/24/2004		D	5,000	04/25/2003(7)	04/25/2010	Common Stock	5,00
Employee stock option (right to	\$ 4.55	11/24/2004		D	10,500	04/25/2003(8)	04/25/2010	Common Stock	10,5

buy)

Employee

stock

option \$ 10.35 11/24/2004

D 40,625 03/09/2004⁽⁹⁾ 12/10/2013

Common Stock

40.6

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BARTOW WILLIAM C C/O NETEGRITY, INC. 201 JONES ROAD WALTHAM, MA 02451

Vice President Engineering

Signatures

William C.
Bartow

**Signature of Date

Reporting Person

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).
- This option granted 03/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 9,647 shares of Computer Associates common stock for \$10.13 per share.
- This option granted 03/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 2,679 shares of Computer Associates common stock for \$10.13 per share.
- This option granted 03/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly (3) over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 3,751 shares of Computer Associates common stock for \$10.13 per share.
- This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 4,530 shares of Computer Associates common stock for \$12.73 per share.
- This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 5,116 shares of Computer Associates common stock for \$12.73 per share.
- This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 893 shares of Computer Associates common stock for \$12.73 per share.
- This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 1,786 shares of Computer Associates common stock for \$12.73 per share.
- This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 3,751 shares of Computer Associates common stock for \$12.73 per share.

Reporting Owners 3

Edgar Filing: BARTOW WILLIAM C - Form 4

This option granted 12/09/2003, which provided for a vesting of 6.25% quarterly beginning three (3) months after the grant date, was assumed by Computer Associates in the merger and replaced with an option to purchase 14,515 shares of Computer Associates common stock for \$28.97 per share.

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.