

BARTOW WILLIAM C
Form 4
November 24, 2004

FORM 4

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

OMB APPROVAL

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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 *
BARTOW WILLIAM C

(Last) (First) (Middle)

C/O NETEGRITY, INC., 201
JONES ROAD

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETEGRITY INC [NETE]

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

11/24/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Vice President Engineering

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	Price

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee stock option (right to buy)	\$ 3.62	11/24/2004	D		27,000	03/25/2003 ⁽¹⁾	03/25/2013	Common Stock	27,000
Employee stock option (right to buy)	\$ 3.62	11/24/2004	D		7,500	03/25/2003 ⁽²⁾	03/25/2010	Common Stock	7,500
Employee stock option (right to buy)	\$ 3.62	11/24/2004	D		10,500	03/25/2003 ⁽³⁾	03/25/2010	Common Stock	10,500
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D		12,679	04/25/2003 ⁽⁴⁾	04/25/2013	Common Stock	12,679
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D		14,321	04/25/2003 ⁽⁵⁾	04/25/2013	Common Stock	14,321
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D		2,500	04/25/2003 ⁽⁶⁾	04/25/2010	Common Stock	2,500
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D		5,000	04/25/2003 ⁽⁷⁾	04/25/2010	Common Stock	5,000
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D		10,500	04/25/2003 ⁽⁸⁾	04/25/2010	Common Stock	10,500

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- This option granted 12/09/2003, which provided for a vesting of 6.25% quarterly beginning three (3) months after the grant date, was
- (9) 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.