SERENA SOFTWARE INC
Form SC 13G/A
February 10, 2005

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# SCHEDULE 13G

**Under the Securities Exchange Act of 1934**

**(Amendment No. 5)\***

SERENA Software, Inc.

**(Name of Issuer)**

Common Stock

**(Title of Class of Securities)**

817492    101

**(CUSIP Number)**

12/31/04

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨ Rule 13d-1(b)

¨ Rule 13d-1(c)

x Rule 13d-1(d)

\*  The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of
   securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be   filed   for the purpose of Section 18 of the Securities
Exchange Act of 1934 (  Act  ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act
(however, see the Notes).

CUSIP No. 817492  101

1.  Names of Reporting Persons.

    I.R.S. Identification Nos. of above persons (entities only).

    Douglas D. Troxel

2.  Check the Appropriate Box if a Member of a Group (See Instructions)

    (a) ¨

    (b) ¨

3.  SEC Use Only

4.  Citizenship or Place of Organization

    USA

|  | | |
|---|---|---|
| | 5. | Sole Voting Power |
| NUMBER OF | | |
| SHARES | | 13,084,225 |
| | 6. | Shared Voting Power |
| BENEFICIALLY | | |
| OWNED BY | | 555,000 |
| EACH | 7. | Sole Dispositive Power |
| REPORTING | | |
| PERSON | | 13,084,225 |
| | 8. | Shared Dispositive Power |
| WITH | | |
| | | 555,000 |

9.  Aggregate Amount Beneficially Owned by Each Reporting Person

13,084,225

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

31%

12. Type of Reporting Person (See Instructions)

IN

A. Statements filed pursuant to Rule 13d-1(b) containing the information required by this schedule shall be filed not later than February 14 following the calendar year covered by the statement or within the time specified in Rules 13d-1(b)(2) and 13d2(c). Statements filed pursuant to Rule 13d-1(c) shall be filed within the time specified in Rules 13d-1(c), 13d-2(b) and 13d-2(d). Statements filed pursuant to Rule 13d-1(d) shall be filed not later than February 14 following the calendar year covered by the statement pursuant to Rules 13d-1(d) and 13d-2(b).

B. Information contained in a form which is required to be filed by rules under section 13(f) (15 U.S.C. 78m(f)) for the same calendar year as that covered by a statement on this schedule may be incorporated by reference in response to any of the items of this schedule. If such information is incorporated by reference in this schedule, copies of the relevant pages of such form shall be filed as an exhibit to this schedule.

C. The item numbers and captions of the items shall be included but the text of the items is to be omitted. The answers to the items shall be so prepared as to indicate clearly the coverage of the items without referring to the text of the items. Answer every item. If an item is inapplicable or the answer is in the negative, so state.

**Item 1.** (a)   Name of Issuer: SERENA Software, Inc.

(b)   Address of Issuer s Principal Executive Offices 2755 Campus Drive, 3rd Floor, San Mateo, CA 94403-2538

**Item 2.** (a)   Name of Person Filing: Douglas D. Troxel

(b)   Address of Principal Business Office or, if none, Residence: 2755 Campus Drive, 3rd Floor, San Mateo, CA 94403-2538

(c)   Citizenship: USA

(d)   Title of Class of Securities: Common Stock

(e)   CUSIP Number: 817492   101

**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

(a)   ¨   Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)   ¨   Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)   ¨   Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)   ¨   Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)   ¨   An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f)   ¨   An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g)   ¨   A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h)   ¨   A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)   ¨   A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)   ¨   Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

      (a)   Amount beneficially owned: 13,084,225.

      (b)   Percent of class: 31%.

      (c)   Number of shares as to which the person has:

           (i)    Sole power to vote or to direct the vote: 13,084,225.

           (ii)   Shared power to vote or to direct the vote: 555,000.

           (iii)  Sole power to dispose or to direct the disposition of: 13,084,225.

           (iv)  Shared power to dispose or to direct the disposition of: 555,000.

**Item 5. Ownership of Five Percent or Less of a Class.**

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

**Item 8. Identification and Classification of Members of the Group.**

**Item 9. Notice of Dissolution of Group.**

**Item 10. Certification.**

<div align="center">

**SIGNATURE**

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 8, 2005
Date

/s/ Douglas D. Troxel
Signature

Douglas D. Troxel

Chairman of the Board and CTO
Name/Title