

SABA SOFTWARE INC
Form 4
February 02, 2006

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 *
YAZDANI BABAK

(Last) (First) (Middle)

2400 BRIDGE PARKWAY

(Street)

REDWOOD SHORES, CA 94065-1166

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SABA SOFTWARE INC [SABA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board & CEO

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		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	(A) or (D)				Price
Common Stock	02/02/2006		G	V	4,051	D	\$ 0 (1)	1,402,152	I	See Footnote (5)
Common Stock	02/02/2006		G	V	4,051	D	\$ 0 (2)	1,398,101	I	See Footnote (5)
Common Stock	02/02/2006		G	V	8,103	D	\$ 0 (3)	1,389,998	I	See Footnote (5)
Common	02/02/2006		G	V	12,154	D	\$ 0	1,377,844	I	See

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Stock	(4)		Footnote (5)
Common Stock	50,000	I	See Footnote (6)
Common Stock	125,000	I	See Footnote (7)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YAZDANI BABAK 2400 BRIDGE PARKWAY REDWOOD SHORES, CA 94065-1166	X			Chairman of the Board & CEO

Signatures

/s/ Babak Yazdani 02/02/2006

**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) Shares transferred as a bona fide gift to Brenda Goletz
- (2) Shares transferred as a bona fide gift to Donald Goletz
- (3) Shares transferred as a bona fide gift to Ali Yazdani
- (4) Shares transferred as a bona fide gift to The Yazdani 1999 Children's Trust UAD 12/11/99 for the benefit of Mr. Yazdani's children. Mr. Yazdani disclaims beneficial ownership of these shares.
- (5) Shares held by the Babak and Lisa Yazdani Trust dtd 4/27/00
- (6) Shares held by the 2001 Yazdani GRAT dtd 11/26/01
- (7) Shares held by the 2002 Yazdani GRAT dtd 12/30/02

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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