

BARTOW WILLIAM C

Form 4

November 22, 2004

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**11/19/2004**

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)

Vice President Engineering

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/19/2004		M		8,066	A	\$ 3.62	8,066	D	
Common Stock	11/19/2004		M		24,500	A	\$ 3.62	32,566	D	
Common Stock	11/19/2004		M		3,679	A	\$ 4.55	36,245	D	
Common Stock	11/19/2004		M		49,321	A	\$ 4.55	85,566	D	
Common Stock	11/19/2004		M		17,500	A	\$ 4.55	103,066	D	

Edgar Filing: BARTOW WILLIAM C - Form 4

Common Stock	11/19/2004	M	14,500	A	\$ 4.55	117,566	D
Common Stock	11/19/2004	M	9,375	A	\$ 10.35	126,941	D
Common Stock	11/19/2004	S	8,066	D	\$ 10.7	118,875	D
Common Stock	11/19/2004	S	24,500	D	\$ 10.7	94,375	D
Common Stock	11/19/2004	S	3,679	D	\$ 10.7	90,696	D
Common Stock	11/19/2004	S	49,321	D	\$ 10.7	41,375	D
Common Stock	11/19/2004	S	17,500	D	\$ 10.7	23,875	D
Common Stock	11/19/2004	S	14,500	D	\$ 10.7	9,375	D
Common Stock	11/19/2004	S	9,375	D	\$ 10.7	0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (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
Employee Stock Option (right to buy)	\$ 3.62	11/19/2004		M		8,066		03/25/2003 <sup>(1)</sup>	03/25/2010	Common Stock	8,066
Employee Stock	\$ 3.62	11/19/2004		M		24,500		03/25/2003 <sup>(2)</sup>	03/25/2010	Common Stock	24,500

Option  
(right to  
buy)

Employee  
Stock

Option (right to buy)	\$ 4.55	11/19/2004	M	3,679	04/25/2003 <sup>(3)</sup>	04/25/2010	Common Stock	3,679
-----------------------------	---------	------------	---	-------	---------------------------	------------	-----------------	-------

Employee  
Stock

Option (right to buy)	\$ 4.55	11/19/2004	M	49,321	04/25/2003 <sup>(4)</sup>	04/25/2010	Common Stock	49,321
-----------------------------	---------	------------	---	--------	---------------------------	------------	-----------------	--------

Employee  
Stock

Option (right to buy)	\$ 4.55	11/19/2004	M	17,500	04/25/2003 <sup>(5)</sup>	04/25/2010	Common Stock	17,500
-----------------------------	---------	------------	---	--------	---------------------------	------------	-----------------	--------

Employee  
Stock

Option (right to buy)	\$ 4.55	11/19/2004	M	14,500	04/25/2003 <sup>(6)</sup>	04/25/2010	Common Stock	14,500
-----------------------------	---------	------------	---	--------	---------------------------	------------	-----------------	--------

Employee  
Stock

Option (right to buy)	\$ 10.35	11/19/2004	M	9,375	03/09/2004 <sup>(7)</sup>	12/10/2013	Common Stock	9,375
-----------------------------	----------	------------	---	-------	---------------------------	------------	-----------------	-------

## 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	11/22/2004
----------------------	------------

\_\_\_\_\_  
\*\*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) Option grant date 03/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (2) Option grant date 03/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (3) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (4) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (5) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (6) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (7) Option grant date 12/09/2003 with options vesting 6.25% quarterly beginning 3-months after the grant date.

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.