

Karnik P K
 Form 4
 April 30, 2010

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 *
 Karnik P K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 20400 STEVENS CREEK
 BLVD., SUITE 400
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/21/2010

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 SVP & GM, WW Client Services

CUPERTINO, CA 95014

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock	04/21/2010		U		30,000 D	\$ 5 0	D	
Common Stock	04/21/2010		M		60,000 A	\$ 0 60,000	D	
Common Stock	04/21/2010		M		25,000 A	\$ 0 85,000	D	
Common Stock	04/21/2010		D		85,000 D	<u>11</u> 0	D	

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

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(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
Restricted Stock Units	(3)	04/21/2010		M	60,000 (4)	04/21/2010	04/21/2010	Common Stock	60,000 (2)
Restricted Stock Units	(3)	04/21/2010		M	25,000 (5)	04/21/2010	04/21/2010	Common Stock	25,000 (2)
Stock Option (right to buy)	\$ 2.87	04/21/2010		D	49,000 (6)	(6)	11/23/2016	Common Stock	49,000
Stock Option (right to buy)	\$ 9.25	04/21/2010		D	35,000	(7)	11/19/2017	Common Stock	35,000
Stock Option (right to buy)	\$ 8.25	04/21/2010		D	90,000	(8)	02/13/2017	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karnik P K 20400 STEVENS CREEK BLVD. SUITE 400 CUPERTINO, CA 95014			SVP & GM, WW Client Services	

Signatures

/s/ Peter Norman
(Attorney-In-Fact)

04/29/2010

__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).

Disposed of pursuant to the terms of the Agreement and Plan of Merger dated March 14, 2010 by and among Pegasystems Inc., Maple

- (1) Leaf Acquisition Corp. and Chordiant Software, Inc. (the "Merger Agreement") in exchange for the right to receive an amount in cash equal to \$5.00 per share on the effective date of the merger.
- (2) Reflects conversion of RSU into Common Stock
- (3) Each restricted stock unit represents a contingent right to receive one share of CHRD common stock.
- (4) Reflects shares that vested on 4/21/2010 under RSU grant from 11/25/2008
- (5) Reflects shares that vested on 4/21/2010 under RSU grant from 11/24/2009

This option, which provided for vesting in equal monthly installments over four years beginning 11/24/2009, was assumed by

- (6) Pegasystems Inc. pursuant to the Merger Agreement and replaced with an option to purchase 6,408 shares of Pegasystems Inc. common stock for \$21.943 per share.
- (7) This option, which provided for vesting in equal monthly installments over four years beginning 10/11/2007, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (8) This option, which provided for vesting in equal monthly installments over three years after a one year cliff beginning 08/14/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.

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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