

KLAUS L GEORGE
Form 4
February 09, 2011

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 *
KLAUS L GEORGE

2. Issuer Name and Ticker or Trading Symbol
EPICOR SOFTWARE CORP
[EPIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CEO/President

(Last) (First) (Middle)
C/O EPICOR SOFTWARE CORPORATION, 18200 VON KARMAN AVENUE, SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2011

IRVINE, CA 92612
(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	(A) or (D)	Price	
Common Stock	02/07/2011		A		190,751	A	(1) 3,464,589 (2)	D
Common Stock	02/07/2011		A		25,000	A	(3) 3,489,589 (2)	D
Common Stock	02/07/2011		A		62,946	A	(4) 381,705 (2)	I By spouse.
Common Stock	02/07/2011		A		9,000	A	(5) 390,705 (2)	I By spouse.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLAUS L GEORGE C/O EPICOR SOFTWARE CORPORATION 18200 VON KARMAN AVENUE, SUITE 1000 IRVINE, CA 92612	X		CEO/President	

Signatures

/s/John D. Ireland, Attorney
in Fact
02/09/2011
**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) Grant to recipient in a transaction exempt under rule 16b-3(e). The shares are subject to a lapsing right of forfeiture in favor of the Company with such right lapsing based upon achievement of annual Company Performance objectives. Reporting person is deemed to have paid par value, \$0.001 per share for each share of restricted stock for service rendered.
- (2) Includes restricted shares subject to lapsing right of forfeiture.
- (3) Grant to recipient in a transaction exempt under rule 16(b)-3(e). The shares are subject to a lapsing right of forfeiture in favor of the Company. Reporting person is deemed to have paid par value, \$0.001 per share for each share of restricted stock for service rendered.
- (4)

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Grant to reporting person's spouse in a transaction exempt under rule 16b-3(e). The shares are subject to a lapsing right of forfeiture in favor of the Company with such right lapsing based upon Company's achievement of annual performance targets. Reporting person's spouse is deemed to have paid par value, \$0.001 per share for each share of restricted stock for service rendered. Reporting person disclaims beneficial ownership of spouse's shares.

- (5) Grant to reporting person's spouse in a transaction exempt under rule 16b-3(e). The shares are subject to a lapsing right of forfeiture in favor of the Company. Reporting person's spouse is deemed to have paid par value, \$0.001 per share of each share of restricted stock for service rendered. Reporting person disclaims beneficial ownership of spouse's shares.

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.