

CHORDIANT SOFTWARE INC

Form 4

April 28, 2010

**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 \*  
**STEVENS RICHARD G**

(Last) (First) (Middle)

**20400 STEVENS CREEK  
BLVD., SUITE 400**

(Street)

**CUPERTINO, CA 95014**

(City) (State) (Zip)

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

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

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(1)                                                                                                      | (D)                                                                  | Price                                                             |
| Common<br>Stock                       | 04/21/2010                              |                                                             | U                                       |                                                                            | 41,848                                                                                                             | D                                                                    | \$ 5 0                                                            |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|--|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               |  |                                        |
| Stock<br>Option<br>(right to<br>buy)                | \$ 12.62                                                           | 04/21/2010                              |                                                             | D                                    | 5,000                                                                                                        | <u>(2)</u>                                                     | 04/24/2017         | Common<br>Stock                                                     |  | 5,000                                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 6.65                                                            | 04/21/2010                              |                                                             | D                                    | 5,000                                                                                                        | <u>(3)</u>                                                     | 08/02/2016         | Common<br>Stock                                                     |  | 5,000                                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 8.45                                                            | 04/21/2010                              |                                                             | D                                    | 2,916                                                                                                        | <u>(4)</u>                                                     | 03/06/2016         | Common<br>Stock                                                     |  | 2,916                                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 8.45                                                            | 04/21/2010                              |                                                             | D                                    | 10,000                                                                                                       | <u>(5)</u>                                                     | 03/06/2016         | Common<br>Stock                                                     |  | 10,000                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |         |       |
|------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                    | Director      | 10% Owner | Officer | Other |
| STEVENS RICHARD G<br>20400 STEVENS CREEK BLVD.<br>SUITE 400<br>CUPERTINO, CA 95014 | X             | X         |         |       |

## Signatures

/s/ Peter Norman  
(Attorney-In-Fact) 04/28/2010

\_\_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).

(1) Disposed of pursuant to the terms of the Agreement and Plan of Merger dated March 14, 2010 by and among Pegasystems Inc., Maple Leaf Acquisition Corp. and Chordiant Software, Inc. (the "Merger Agreement") in exchange for the right to receive an amount in cash

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equal to \$5.00 per share on the effective date of the merger.

- (2) This option, which provided for vesting in equal monthly installments beginning 04/25/2007, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (3) This option, which provided for vesting in equal monthly installments beginning 08/02/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (4) This option, which provided for vesting in equal monthly installments beginning 03/7/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (5) This option, which provided for vesting in equal monthly installments over two years after a one year cliff beginning 03/7/2006, 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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