

MARSHALL KENNETH E
Form 4
February 22, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARSHALL KENNETH E

(Last) (First) (Middle)

ACTUATE CORPORATION, 2207
BRIDGEPOINTE PARKWAY,
SUITE 500

(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ACTUATE CORP [ACTU]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2012

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 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	02/17/2012		M		2,281	A	\$ 1.49	23,281	D
Common Stock	02/17/2012		M		7,719	A	\$ 5.56	31,000	D
Common Stock	02/17/2012		M		10,000	A	\$ 1.92	41,000	D
Common Stock	02/17/2012		S		20,000	D	\$ 6.3645 <u>(1)</u>	21,000	D
	02/21/2012		M		2,281	A	\$ 5.56	23,281	D

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Common
Stock

Common Stock 02/21/2012 S 2,281 D \$ 6.39 21,000 ⁽²⁾ 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)	Amount or Number of Shares
Option (right to buy)	\$ 1.49	02/17/2012		M	2,281	03/03/2004 ⁽³⁾ 03/03/2013	Common Stock	2,281
Option (right to buy)	\$ 5.56	02/17/2012		M	7,719	05/29/2003 05/29/2012	Common Stock	7,719
Option (right to buy)	\$ 1.92	02/17/2012		M	10,000	05/28/2004 05/28/2013	Common Stock	10,000
Option (right to buy)	\$ 5.56	02/21/2012		M	2,281	05/29/2003 05/29/2012	Common Stock	2,281

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARSHALL KENNETH E
ACTUATE CORPORATION
2207 BRIDGEPOINTE PARKWAY, SUITE 500
SAN MATEO, CA 94404

X

Signatures

/s/ Kenneth E.
Marshall

02/22/2012

__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) Represents a weighted average price within the range of \$6.33 and \$6.39.
- (2) Includes 16,000 shares of the Issuer's common stock underlying RSUs previously awarded.
- (3) The underlying option became exercisable as to 1/4 of the option shares after one year from the vesting commencement date of March 3, 2003 and for the balance in a series of equal monthly installments over the following 36 months.

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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