

SPRINGSTEEL STEVEN R  
Form 4/A  
May 06, 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 \*  
SPRINGSTEEL STEVEN R

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 \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chairman, President and CEO

CUPERTINO, CA 95014

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/05/2010

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
| Common Stock                    | 04/21/2010                           |  | U                              |   |   | 63,999  | D   | \$ 5   | 0                                 | D          |
| Common Stock                    | 04/21/2010                           |  | M                              |   |   | 120,000 | A   | \$ 0   | 120,000                           | D          |
| Common Stock                    | 04/21/2010                           |  | M                              |   |   | 68,000  | A   | \$ 0   | 188,000                           | D          |
| Common Stock                    | 04/21/2010                           |  | D                              |   |   | 188,000 | D   | 0  | 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 Number Shares                                    |
| Restricted Stock Units                     | (2)  | 04/21/2010                           |  | M                              | 68,000<br>(4)   | 04/21/2010 04/21/2010                                    | Common Stock 68,000<br>(3)                                    |
| Restricted Stock Units                     | (2)  | 04/21/2010                           |  | M                              | 120,000<br>(5)  | 04/21/2010 04/21/2010                                    | Common Stock 120,000<br>(3)                                   |
| Stock Option (right to buy)                | \$ 2.87  | 04/21/2010                           |  | D                              | 135,000   | (6) 11/23/2016   | Common Stock 135,000  |
| Stock Option (right to buy)                | \$ 9.25  | 04/21/2010                           |  | D                              | 100,000   | (7) 11/19/2017   | Common Stock 100,000  |
| Stock Option (right to buy)                | \$ 8.25  | 04/21/2010                           |  | D                              | 160,000   | (8) 02/14/2017   | Common Stock 160,000  |
| Stock Option (right to buy)                | \$ 7.975   | 04/21/2010                           |  | D                              | 400,000   | (9) 02/01/2016   | Common Stock 400,000  |
| Stock Option (right to buy)                | \$ 6.85  | 04/21/2010                           |  | D                              | 5,000   | (10) 09/28/2015  | Common Stock 5,000  |
| Stock Option (right to buy)                | \$ 10.85   | 04/21/2010                           |  | D                              | 5,000   | (11) 06/15/2014  | Common Stock 5,000  |

|                                      |          |            |   |        |             |            |                 |        |
|--------------------------------------|----------|------------|---|--------|-------------|------------|-----------------|--------|
| Stock<br>Option<br>(right to<br>buy) | \$ 13.95 | 04/21/2010 | D | 10,000 | <u>(12)</u> | 01/20/2014 | Common<br>Stock | 10,000 |
|--------------------------------------|----------|------------|---|--------|-------------|------------|-----------------|--------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| SPRINGSTEEL STEVEN R<br>20400 STEVENS CREEK BLVD.<br>SUITE 400<br>CUPERTINO, CA 95014 |               |           | Chairman, President and CEO |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ Steven R.<br>Springsteel       | 05/04/2010 |
| **Signature of Reporting<br>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 equal to \$5.00 per share on the effective date of the merger.
- (2) Each restricted stock unit represents a contingent right to receive one share of CHRD common stock.
- (3) Reflects conversion of RSU into Common Stock
- (4) Reflects shares that vested on 4/21/2010 under RSU grant from 11/24/2009
- (5) Reflects shares that vested on 4/21/2010 under RSU grant from 11/25/2008
- (6) This option, which provided for vesting in equal monthly installments over four years beginning 11/24/2009, was assumed by Pegasystems Inc. pursuant to the Merger Agreement and replaced with an option to purchase 17,656 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 four years beginning 11/08/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (9) This option, which provided for vesting in equal monthly installments over four years beginning 02/01/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (10) This option, which provided for vesting in equal monthly installments over one year beginning 09/28/2005, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (11) This option, which provided for vesting in equal monthly installments one year beginning 06/15/2004, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.
- (12) This option, which provided for vesting in equal monthly installments over two years after a one year cliff beginning 01/20/2004, 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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