

WALSH JOHN J JR  
Form 4  
February 08, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
WALSH JOHN J JR

2. Issuer Name and Ticker or Trading Symbol  
CENTRA SOFTWARE INC  
[CTRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
430 BEDFORD STREET, C/O  
CENTRA SOFTWARE INC

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2006

\_\_\_\_ Director  
 Officer (give title below) SR VP ENGINEERING & OPERATIONS  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
LEXINGTON, MA 02420

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

(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 or Price (A) or (D)  |  |                                   |
| COMMON STOCK                    | 01/31/2006                           |  | M                              |   | 60,000 A \$ 1.32  | D  |                                   |
| COMMON STOCK                    | 01/31/2006                           |  | M                              |   | 75,000 A \$ 1.47  | D  |                                   |
| COMMON STOCK                    | 01/31/2006                           |  | M                              |   | 200,000 A \$ 1.8  | D  |                                   |
| COMMON STOCK                    | 01/31/2006                           |  | F                              |   | 263,745 D \$ 2.42   | D  |                                   |
| COMMON STOCK                    | 01/31/2006                           |  | D                              |   | 71,222 D \$ 16,241  | D  |                                   |

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

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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)

| 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                                    |
| STOCK OPTION (RIGHT TO BUY)                | \$ 1.32  | 01/31/2006                           |  | M                              | 60,000  | (2) 03/17/2013   | COMMON STOCK 60,000   |
| STOCK OPTION (RIGHT TO BUY)                | \$ 1.47  | 01/31/2006                           |  | M                              | 75,000  | (2) 08/31/2014   | COMMON STOCK 75,000   |
| STOCK OPTION (RIGHT TO BUY)                | \$ 1.8   | 01/31/2006                           |  | M                              | 200,000   | (2) 06/11/2012   | COMMON STOCK 200,000  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                                |
|---|---------------|-----------|---------|--------------------------------|
|   | Director      | 10% Owner | Officer | Other                          |
| WALSH JOHN J JR<br>430 BEDFORD STREET<br>C/O CENTRA SOFTWARE INC<br>LEXINGTON, MA 02420 |               |           |         | SR VP ENGINEERING & OPERATIONS |

## Signatures

JOHN J WALSH, JR BY MELINDA J BROWN, ATTY IN FACT 02/08/2006

\*\*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 MERGER AGREEMENT BETWEEN ISSUER, SABA SOFTWARE, INC, AND THE OTHER

(1) PARTIES THERETO IN EXCHANGE FOR 25,223 SHARES OF SABA COMMON STOCK HAVING A MARKET VALUE OF \$5.04 PER SHARE ON THE EFFECTIVE DATE OF THE MERGER, JANUARY 31, 2006, AND \$47,251.72 IN CASH.

(2) PURSUANT TO THE TERMS OF THE MERGER AGREEMENT, ALL UNVESTED OPTIONS BECAME EXERCISABLE IMMEDIATELY PRIOR TO THE EFFECTIVE TIME OF THE MERGER.

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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