

WILLIAMS PETER E III
Form 4
July 18, 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 *
WILLIAMS PETER E III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2400 BRIDGE PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP Corporate Development

REDWOOD SHORES, CA 94065-1166

(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 or Price (A) or (D)		
Common Stock	07/15/2011		M		10,000 (1) A \$ 0 (2)	D	161,289
Common Stock	07/15/2011		F		3,668 D \$ 8.88	D	157,621
Common Stock	07/17/2011		M		12,500 (1) A \$ 0 (3)	D	170,121
Common Stock	07/17/2011		F		4,585 D \$ 8.88	D	165,536

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

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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 Following Reported Transaction (Instr. 3)
				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
WILLIAMS PETER E III 2400 BRIDGE PARKWAY REDWOOD SHORES, CA 94065-1166			Exec VP Corporate Development	

Signatures

/s/ Peter E. Williams III 07/18/2011

__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) Represents derivative securities that were converted to common stock through the vesting of a restricted stock unit.
- (2) On July 15, 2011, 10,000 of the restricted stock units that were granted to the reporting person on July 15, 2010 vested, of which 6,332 was paid out in common stock and 3,668 units were withheld to satisfy the tax withholding obligation related to such vested units.
- (3) On July 17, 2011, 12,500 of the restricted stock units that were granted to the reporting person on July 17, 2009 vested, of which 7,915 was paid out in common stock and 4,585 units were withheld to satisfy the tax withholding obligation related to such vested units.

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.