

GILER ERIC R
Form 4
November 24, 2004

FORM 4

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

OMB APPROVAL

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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 *
GILER ERIC R

(Last) (First) (Middle)

C/O NETEGRITY INC., 201 JONES ROAD

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETEGRITY INC [NETE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2004

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|---|------|---|--------|-----|---------------------------|-----------------|--------------|----------------------------|
| Director Stock Option (right to buy) | \$ 1.39 | 11/24/2004 | | D | | | 5,250 | | 03/10/1997 ⁽¹⁾ | 12/10/2006 | Common Stock | 5,250 |
| Director Stock Option (right to buy) | \$ 1.46 | 11/24/2004 | | D | | | 6,563 | | 12/10/1997 ⁽²⁾ | 09/10/2007 | Common Stock | 6,563 |
| Stock Option (right to buy) | \$ 30.83 | 11/24/2004 | | D | | | 15,000 | | 05/18/2001 ⁽³⁾ | 05/18/2015 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 15.37 | 11/24/2004 | | D | | | 7,500 | | 03/15/2003 ⁽⁴⁾ | 03/15/2009 | Common Stock | 7,500 |
| Stock Option (right to buy) | \$ 15.37 | 11/24/2004 | | D | | | 10,000 | | 03/15/2003 ⁽⁵⁾ | 03/15/2009 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 4.4 | 11/24/2004 | | D | | | 15,000 | | 02/25/2004 ⁽⁶⁾ | 02/25/2010 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 8.38 | 11/24/2004 | | D | | | 15,000 | | 06/12/2004 ⁽⁷⁾ | 03/12/2014 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GILER ERIC R C/O NETEGRITY INC. | X | | | |

201 JONES ROAD
WALTHAM, MA 02451

Signatures

Eric R. Giler

11/24/2004

__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) This option granted 12/10/1996, which provided for a 5% vesting quarterly over a 5-year period, was canceled in the merger between issuer and Computer Associates International, Inc. in exchange for a cash payment of \$49,140.00, representing the difference between the exercise price of the option and \$10.75.
 - (2) This option granted 9/10/1997, which provided for a 5% vesting quarterly over a 5-year period, was canceled in the merger in exchange for a cash payment of \$60,970.27, representing the difference between the exercise price of the option and \$10.75.
 - (3) This option granted 5/18/2000, which provided for options to vest 50% annually over a 2-year period, was canceled in the merger between issuer and Computer Associates International, Inc.
 - (4) This option granted 3/15/2002, which provided for options to vest 25% annually over a 4-year period, was canceled in the merger between issuer and Computer Associates International, Inc.
 - (5) This option granted 3/15/2002, which provided for options to vest 50% annually over a 2-year period, was canceled in the merger between issuer and Computer Associates International, Inc.
 - (6) This option granted 2/25/2003, which provided for a 25% vesting annually over a 4-year period, was canceled in the merger in exchange for a cash payment of \$95,250.00, representing the difference between the exercise price of the option and \$10.75.
 - (7) This option granted 3/12/2004, which provided for a 5% vesting quarterly over a 5-year period, was canceled in the merger in exchange for a cash payment of \$35,550.00, representing the difference between the exercise price of the option and \$10.75.

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.