

Zuckerman David  
Form 4  
December 01, 2009

**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 \*  
Zuckerman David

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, GC and Secretary

(Last) (First) (Middle)  
20400 STEVENS CREEK  
BLVD., #400  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/24/2009

CUPERTINO, CA 95014  
  
(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 (D) Price  |  |                                   |
| Common Stock                    | 11/25/2009                           |  | A                              |   | 16,666<br>(1)   | A  | \$ 0 16,666 D                     |

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)**

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Stock Option (right to buy)                | \$ 2.87  | 11/24/2009                           |  | A                              | 33,000<br>(2)   | 12/24/2009 11/24/2016                                    | Common Stock 33   |
| Restricted Stock Units                     | (3)  | 11/24/2009                           |  | A                              | 16,000  | (4) (4)  | Common Stock 16   |
| Restricted Stock Units                     | (5)  | 11/25/2009                           |  | M                              | 16,666  | (6) (6)  | Common Stock 16   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| Zuckerman David<br>20400 STEVENS CREEK BLVD.<br>#400<br>CUPERTINO, CA 95014 |               |           | VP, GC and Secretary |       |

## Signatures

/s/ David  
Zuckerman 11/30/2009

\*\*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) Reflects shares that vested 11/25/2009 under RSU grant from 11/25/2008; shares shall be released two years from vesting
- (2) The shares vest in equal monthly installments over four (4) years from date of grant and have a term of seven (7) years
- (3) Each restricted stock unit represents a contingent right to receive one share of CHRD common stock
- (4) Vests twenty-five percent (25%) on the annual anniversary of the grant date for four (4) years
- (5) Reflects conversion of RSU into Common Stock
- (6) The shares vest in three (3) equal annual installments from 11/25/2008

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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