

BYCOFF BARRY N
Form 4
November 24, 2004

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 *
BYCOFF BARRY N

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NETEGRITY, INC., 201 JONES ROAD
(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Board Chairman, Pres, CEO

WALTHAM, MA 02451
(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/24/2004		D	V	1,402,231	D	
					(A) or (D) Price \$ 10.75 0		
					(1)		

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)

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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	Am Nu Sha
Employee stock option (right to buy)	\$ 3.62	11/24/2004		D			33,750	03/25/2003 ⁽²⁾	03/25/2013	Common Stock	33
Employee stock option (right to buy)	\$ 3.62	11/24/2004		D			8,905	03/25/2003 ⁽³⁾	03/25/2010	Common Stock	8
Employee stock option (right to buy)	\$ 3.62	11/24/2004		D			6,095	03/25/2003 ⁽⁴⁾	03/25/2010	Common Stock	6
Employee stock option (right to buy)	\$ 3.62	11/24/2004		D			63,750	03/25/2003 ⁽⁵⁾	03/25/2010	Common Stock	63
Employee stock option (right to buy)	\$ 4.55	11/24/2004		D			11,250	04/25/2003 ⁽⁶⁾	04/25/2013	Common Stock	11
Employee stock option (right to buy)	\$ 4.55	11/24/2004		D			22,500	04/25/2003 ⁽⁷⁾	04/25/2013	Common Stock	22
Employee stock option (right to buy)	\$ 4.55	11/24/2004		D			4,263	04/25/2003 ⁽⁸⁾	04/25/2010	Common Stock	4
Employee stock option	\$ 4.55	11/24/2004		D			10,737	04/25/2003 ⁽⁹⁾	04/25/2010	Common Stock	10

(right to buy)										
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D	63,750	04/25/2003 ⁽¹⁰⁾	04/25/2010	Common Stock	63		
Employee stock option (right to buy)	\$ 10.35	11/24/2004	D	406,250	03/09/2004 ⁽¹¹⁾	12/10/2013	Common Stock	406		
Employee stock option (right to buy)	\$ 10.35	11/24/2004	D	9,455	03/09/2004 ⁽¹²⁾	12/10/2013	Common Stock	9		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYCOFF BARRY N C/O NETEGRITY, INC. 201 JONES ROAD WALTHAM, MA 02451	X		Board Chairman, Pres, CEO	

Signatures

Barry N. Bycoff 11/24/2004
 __Signature of Date
 Reporting Person

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 a merger agreement between issuer and Computer Associates International, Inc. in exchange for the right to receive \$10.75 per share.
- (2) This option granted 03/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 12,058 shares of Computer Associates common stock for \$10.13 per share.
- (3) This option granted 03/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 3,181 shares of Computer Associates common stock for \$10.13 per share.
- (4) This option granted 03/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 2,177 shares of Computer Associates common stock for \$10.13 per share.
- (5)

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This option granted 03/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 22,777 shares of Computer Associates common stock for \$10.13 per share.

- (6) This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 4,019 shares of Computer Associates common stock for \$12.73 per share.

- (7) This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 8,039 shares of Computer Associates common stock for \$12.73 per share.

- (8) This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 1,523 shares of Computer Associates common stock for \$12.73 per share.

- (9) This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 3,836 shares of Computer Associates common stock for \$12.73 per share.

- (10) This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 22,777 shares of Computer Associates common stock for \$12.73 per share.

- (11) This option granted 12/09/2003, which provided for a vesting of 6.25% quarterly beginning three (3) months after the grant date, was assumed by Computer Associates in the merger and replaced with an option to purchase 145,153 shares of Computer Associates common stock for \$28.97 per share.

- (12) This option granted 12/09/2003, which provided for a vesting of 6.25% quarterly beginning three (3) months after the grant date, was assumed by Computer Associates in the merger and replaced with an option to purchase 3,378 shares of Computer Associates common stock for \$28.97 per share.

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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