

CITTADINI PETER I
Form 4
December 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
CITTADINI PETER I

2. Issuer Name and Ticker or Trading Symbol
ACTUATE CORP [ACTU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2207 BRIDGEPOINTE PARKWAY,
SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

President and CEO

(Street)
SAN MATEO, CA 94404

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/30/2012 | | M | | 18,677 | A | \$ 1.49 |
| Common Stock | 11/30/2012 | | M | | 400,000 | A | \$ 2.99 |
| Common Stock | 11/30/2012 | | M | | 300,000 | A | \$ 2.48 |
| | | | | | | | 2,250,144 ⁽¹⁾ |

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

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SEC 1474
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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Option (right to buy) | \$ 1.49 | 11/30/2012 | | M | 18,677 | 03/03/2004 ⁽²⁾ | 03/03/2013 | Common Stock | 18,677 |
| Option (right to buy) | \$ 2.99 | 11/30/2012 | | M | 400,000 | 04/02/2005 ⁽³⁾ | 04/02/2014 | Common Stock | 400,000 |
| Option (right to buy) | \$ 2.48 | 11/30/2012 | | M | 300,000 | 01/28/2006 ⁽⁴⁾ | 01/28/2015 | Common Stock | 300,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CITTADINI PETER I 2207 BRIDGEPOINTE PARKWAY, SUITE 500 SAN MATEO, CA 94404 | | | President and CEO | |

Signatures

/s/ Peter I. Cittadini 12/03/2012

**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) Includes 235,000 of the Issuer's common stock underlying RSUs awarded.
- (2) The underlying option became exercisable as to 1/4 of the option shares after one year from the vesting commencement date of March 3, 2003 and for the balance in a series of equal monthly installments over the following 36 months.
- (3) The underlying option became exercisable as to 1/4 of the option shares after one year from the vesting commencement date of April 2, 2004 and for the balance in a series of equal monthly installments over the following 36 months.
- (4)

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The underlying option became exercisable as to 1/4 of the option shares after one year from the vesting commencement date of January 28, 2005 and for the balance in a series of equal monthly installments over the following 36 months.

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.