

EMBARCADERO TECHNOLOGIES INC

Form 4

June 27, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
HAROIAN GARY E

(Last) (First) (Middle)

C/O EMBARCADERO
TECHNOLOGIES, INC., 100
CALIFORNIA STREET, 12TH
FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
EMBARCADERO
TECHNOLOGIES INC [EMBT]3. Date of Earliest Transaction
(Month/Day/Year)
06/25/20074. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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 Securities (Instr. 3 and 4)	8. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.35	06/25/2007		D	25,000	<u>(1)</u>	07/12/2014	Common Stock	25,000
Stock Option (Right to Buy)	\$ 8.9	06/25/2007		D	5,000	<u>(1)</u>	10/13/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 8.04	06/25/2007		D	5,000	<u>(1)</u>	01/19/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 7.47	06/25/2007		D	5,000	<u>(1)</u>	01/19/2016	Common Stock	5,000
Stock Option (Right to Buy)	\$ 8.27	06/25/2007		D	5,000	<u>(1)</u>	10/30/2016	Common Stock	5,000
Stock Option (Right to Buy)	\$ 6.76	06/25/2007		D	5,000	<u>(2)</u>	10/13/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 6.23	06/25/2007		D	5,000	<u>(2)</u>	01/19/2017	Common Stock	5,000
Stock Option (Right to Buy)	\$ 6.04	06/25/2007		D	5,000	<u>(2)</u>	05/01/2016	Common Stock	5,000
Stock Option (Right to Buy)	\$ 5.88	06/25/2007		D	5,000	<u>(2)</u>	07/31/2016	Common Stock	5,000

Stock Option (Right to Buy)	\$ 5.62	06/25/2007	D	5,000	<u>(2)</u>	07/14/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 5	06/25/2007	D	5,000	<u>(2)</u>	04/15/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAROIAN GARY E C/O EMBARCADERO TECHNOLOGIES, INC. 100 CALIFORNIA STREET, 12TH FLOOR SAN FRANCISCO, CA 94111	X			

Signatures

/s/ Michael
Shahbazian 06/27/2007

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 was canceled in the merger pursuant to an Agreement and Plan of Merger, dated as of April 5, 2007, by and among EMB Holding Corp., EMBT Merger Corp. and the Issuer (the "Merger Agreement") without payment.
This option was canceled in the merger pursuant to the Merger Agreement in exchange for the right to receive a cash payment, without interest, less applicable withholding taxes, in an amount equal to the product of (i) the total number of shares of the Issuer's common stock subject to the option, multiplied by (ii) the excess of \$7.20 over the exercise price per share of the Issuer's common stock underlying this option.
- (2)

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.