

Dagenais Michel A
Form 4
July 12, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dagenais Michel A

(Last) (First) (Middle)

5445 NE DAWSON CREEK DRIVE

(Street)

HILLSBORO, OR 97124

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RADISYS CORP [RSYS]

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

07/08/2011

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) CEO

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	07/08/2011		A	5,526	A 8.39 (1)	5,526	I * (2)
Common Stock	07/08/2011		A	176,131	A 8.39 (3)	176,131	I by Trust (4)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 A Underlying S (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.39	07/08/2011		A		70,000		07/08/2012 ⁽⁵⁾	07/08/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011		A		2,994		07/16/2011 ⁽⁶⁾	03/12/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011		A		699		07/16/2011 ⁽⁸⁾	03/12/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011		A		1,652		07/16/2011 ⁽⁸⁾	03/12/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011		A		2,450		07/16/2011 ⁽⁸⁾	03/12/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011		A		34		07/16/2011 ⁽⁸⁾	03/12/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011		A		4,804		07/12/2011 ⁽⁹⁾	04/24/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011		A		1,121		07/12/2011 ⁽¹⁰⁾	04/24/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011		A		2,650		07/12/2011 ⁽¹⁰⁾	04/24/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011		A		3,929		07/12/2011 ⁽¹⁰⁾	04/24/2019	Common Stock
Non-Qualified Stock Option	\$ 0.38	07/08/2011		A		55		07/12/2011 ⁽¹⁰⁾	04/24/2019	Common Stock

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011	A	5,459	07/10/2011 ⁽¹¹⁾	12/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011	A	1,274	07/10/2011 ⁽¹²⁾	12/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011	A	3,012	07/10/2011 ⁽¹²⁾	12/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011	A	4,465	07/10/2011 ⁽¹²⁾	12/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.38	07/08/2011	A	62	07/10/2011 ⁽¹²⁾	12/10/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.77	07/08/2011	A	12,796	07/22/2011 ⁽¹³⁾	04/22/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.77	07/08/2011	A	3,493	07/22/2011 ⁽¹⁵⁾	04/22/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.77	07/08/2011	A	8,260	07/22/2011 ⁽¹⁵⁾	04/22/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.77	07/08/2011	A	12,246	07/22/2011 ⁽¹⁵⁾	04/22/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.77	07/08/2011	A	170	07/22/2011 ⁽¹⁵⁾	04/22/2020	Common Stock
Restricted Stock Units	\$ 0	07/08/2011	A	30,000	07/08/2012 ⁽¹⁶⁾	⁽¹⁷⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dagenais Michel A 5445 NE DAWSON CREEK DRIVE HILLSBORO, OR 97124	X		CEO	

Signatures

By: Brian Bronson, Attorney-In-Fact For: Michel A. Dagenais

07/12/2011

__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).

The reporting person, as part of his proportional ownership of CCPUExecutives LLC acquired 5,526 shares of issuer common stock pursuant to the acquisition of Continuous Computing Corporation. On the effective date of the merger, the closing price of the issuer's common stock was \$8.39 per share. Of the 5,526 shares issued to the reporting person in the merger, 1,394 shares are being held in escrow and are subject to forfeiture during the eighteen month period following the merger to satisfy any claims arising out of Continuous Computing Corporation breach of any of its representations and warranties in the merger agreement.

(1) Shares for the reporting person are held by CCPUExecutives LLC by the Dagenais Family Trust.

The reporting person acquired 176,131 shares of issuer common stock in exchange for 2,770,073 shares of Continuous Computing Corporation common stock pursuant to the acquisition of Continuous Computing Corporation. On the effective date of the merger, the closing price of the issuer's common stock was \$8.39 per share. Of the 176,131 shares issued to the reporting person in the merger, 104,142 shares are being held in escrow and are subject to forfeiture during the eighteen month period following the merger to satisfy any claims arising out of Continuous Computing Corporation breach of any of its representations and warranties in the merger agreement.

(2) Shares for the reporting person are held in the Dagenais Family Trust.

(3) Vesting schedule is one year from the date of grant, option shall be exercisable for one-third of the total option shares and shall be exercisable in monthly increments equal to 1/36th of the total option shares, cumulatively, each month thereafter.

(4) Option is exercisable for 1/18th of the total option shares each month commencing July 16, 2011.

On July 8, 2011, the reporting person received 34,660 stock options to acquire 34,660 shares of issuer common stock in the merger in exchange for employee stock options to acquire 265,625 shares of Continuous Computing Corporation common stock for \$0.38 per share.

(5) Option is exercisable for 1/18th of the total option shares each month commencing July 16, 2011 and is a Contingent Assumed Option that will only be released and available for exercise if and to the extent that Per Share Contingent Payment Amounts are paid to former stockholders of Continuous Computing.

(6) Option is exercisable for 1/21st of the total option shares each month commencing July 12, 2011.

Option is exercisable for 1/21st of the total option shares each month commencing July 12, 2011 and is a Contingent Assumed Option that will only be released and available for exercise if and to the extent that Per Share Contingent Payment Amounts are paid to former stockholders of Continuous Computing.

(7) Option is exercisable for 1/30th of the total option shares each month commencing July 10, 2011.

Option is exercisable for 1/30th of the total option shares each month commencing July 10, 2011 and is a Contingent Assumed Option that will only be released and available for exercise if and to the extent that Per Share Contingent Payment Amounts are paid to former stockholders of Continuous Computing.

(8) Option is exercisable for 1/34th of the total option shares each month commencing July 22, 2011.

On July 8, 2011, the reporting person received 36,965 stock options to acquire 36,965 shares of issuer common stock in the merger in exchange for employee stock options to acquire 283,282 shares of Continuous Computing Corporation common stock for \$0.77 per share.

Option is exercisable for 1/34th of the total option shares each month commencing July 22, 2011 and is a Contingent Assumed Option that will only be released and available for exercise if and to the extent that Per Share Contingent Payment Amounts are paid to former stockholders of Continuous Computing.

(9) Restricted stock units vest 33% per year on the anniversary of the grant date. One share of Common Stock will be automatically delivered to the reporting person for each restricted stock unit that vests.

(10) N/A

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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