

BARTOW WILLIAM C
Form 5/A
April 02, 2003

FORM 5

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

OMB APPROVAL

☐ Check this box if no
longer subject to Section 16.
Form 4 or Form 5
obligations may continue.

See Instruction 1(b).

☐ Form 3 Holdings
Reported

☒ Form 4 Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s)			
Bartow, William C.			Netegrity, Inc. (NETE)			to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year			
c/o Netegrity, Inc. 201 Jones Road						12/31/02			
(Street)						5. If Amendment, Date of Original (Month/Year)			
Waltham , MA 02451						2/10/03			
(City) (State) (Zip)			7. Individual or Joint/Group Filing (Check Applicable Line)						
			<input checked="" type="checkbox"/> Form filed by One Reporting Person						
			<input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 5 (continued) 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/	3A. Deemed Execution Date, if any (Month/ Day/	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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		Year)	Year)		(D) (Instr. 3, 4 & 5)		Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares	Year (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
					(A)	(D)							
Option (right to buy)		⁽¹⁾ 9/24/02		D4 ⁽²⁾		300,000 ⁽³⁾		⁽⁴⁾	Common Stock	300,000	⁽²⁾	0	D

Explanation of Responses:

(1) 180,000 Options with an exercise price of \$17.09; 50,000 Options with an exercise price of \$24.35 and 70,000 Options with an exercise price of \$15.37.

(2) On September 24, 2002, Mr. Bartow tendered to the issuer, for cancellation, options granted to him on 10/11/99, 8/7/01 and 3/15/2002. In exchange, Mr. Bartow will receive replacement options on March 25, 2003 and April 25, 2003.

(3) 180,000 Options vested 25% annually on 10/11 of each year over a four year period; commencing 2 years from 8/7/2001, 50,000 Options vested 20% annually on 8/7 of each year over a five year period; 70,000 Options vested 25% annually on the anniversary date of 3/15/2002 over a 4 year period.

(4) 180,000 Options expire on 10/11/2009; 50,000 Options expire on 8/7/2001; and 70,000 Options expire on 3/15/2009.

By: /s/ **William C. Bartow**

4/2/2003

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(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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