

WHITMAN STEPHEN V R
Form 4
November 23, 2005

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WHITMAN STEPHEN V R

2. Issuer Name and Ticker or Trading Symbol
SS&C TECHNOLOGIES INC
[SSNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SS&C TECHNOLOGIES, INC., 80 LAMBERTON ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Counsel

WINDSOR, CT 06095

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | (D) | |
| common stock | 11/23/2005 | | D | | 30,377 | D | |
| | | | | | \$ 37.25 | | |
| | | | | | 0 | | |

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)

Edgar Filing: WHITMAN STEPHEN V R - Form 4

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| option to buy | \$ 7.481 | 11/23/2005 | | D | 14,922 | 11/23/2005 ⁽²⁾ 02/06/2013 | common stock | 14,922 |
| option to buy | \$ 7.481 | 11/23/2005 | | D | 9,077 | 11/23/2005 ⁽²⁾ 02/06/2013 | common stock | 9,077 |
| option to buy | \$ 8.227 | 11/23/2005 | | D | 21,300 | 11/23/2005 ⁽²⁾ 06/10/2012 | common stock | 21,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITMAN STEPHEN V R C/O SS&C TECHNOLOGIES, INC. 80 LAMBERTON ROAD WINDSOR, CT 06095 | | | SVP and General Counsel | |

Signatures

Stephen V. R. Whitman 11/23/2005

**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).
- In connection with the merger of Sunshine Merger Corporation with and into the Issuer, these options of Issuer were converted into
- (1) options to purchase equity in Sunshine Acquisition Corporation based on a formula designed to have the new options equal the intrinsic value of the converted options at the time of conversion.
 - (2) Twenty-five percent (25%) of the options became exercisable on the first anniversary of the date of grant and one thirty-sixth (1/36) of the remainder monthly thereafter until November 23, 2005, when all unvested options became fully vested and exercisable immediately before the effective time of the merger of Sunshine Merger Corporation with and into the Issuer.

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.