

WHITMAN STEPHEN V R
Form 4
August 20, 2012

FORM 4

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

OMB APPROVAL

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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 *
WHITMAN STEPHEN V R

2. Issuer Name and Ticker or Trading Symbol
SS&C Technologies Holdings Inc [SSNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2012

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

C/O SS&C TECHNOLOGIES HOLDINGS, INC., 80 LAMBERTON ROAD
(Street)

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

WINDSOR, CT 06095

(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	08/16/2012		M		14,199	A	\$ 8.77
							14,199
Common Stock	08/16/2012		S		14,199	D	\$ 22.7063
							0
							(1)
Common Stock	08/17/2012		M		40,000	A	\$ 8.77
							40,000
Common Stock	08/17/2012		S		40,000	D	\$ 0
							22.7526

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Common Stock	08/20/2012	M	35,800	A	\$ 8.77	35,800	D
Common Stock	08/20/2012	S	35,800	D	\$ 22.8064	0	D

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

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(9-02)

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 8.77	08/16/2012		M	14,199	<u>(4)</u> 08/09/2016	Common Stock	14,199
Stock Option (right to buy)	\$ 8.77	08/17/2012		M	40,000	<u>(4)</u> 08/09/2016	Common Stock	40,000
Stock Option (right to buy)	\$ 8.77	08/20/2012		M	35,800	<u>(4)</u> 08/09/2016	Common Stock	35,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITMAN STEPHEN V R C/O SS&C TECHNOLOGIES HOLDINGS, INC.			SVP and General	

80 LAMBERTON ROAD
WINDSOR, CT 06095

Counsel

Signatures

Stephen B. Hudak III, attorney-in-fact for Stephen V.R.
Whitman

08/20/2012

__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) The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$22.70 to \$22.74. The reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(2) The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$22.60 to \$22.88. The reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(3) The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$22.77 to \$22.8743. The reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(4) The option grant of August 9, 2006 consisted of: 1) 120,686 "time-based" options that vested as to 25% on November 23, 2006 and as to 1/36th of the shares each month thereafter until fully vested on November 23, 2009, 2) 120,686 "performance-based" options that vested based on the determination of the Issuer's board of directors as to the satisfaction of certain performance criteria for each fiscal year 2006 through 2010 which were met resulting in the 100% vesting of such options, and 3) 60,343 "superior-options" which, upon the Issuer's initial public offering, became "performance-based" options that vested based on the determination of the Issuer's board of directors as to the satisfaction of certain performance criteria for fiscal years 2010 and 2011 which were met resulting in the 100% vesting of such options. Of the total 253,208 options granted on August 9, 2006, the reporting person previously exercised 48,507 "time-based" options on February 9, 2011.

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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