

Edgar Filing: CONCERO INC - Form 5

CONCERO INC
 Form 5
 February 14, 2001

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

FORM 5
 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)

Downey, Ted
 6300 Bridgepoint Parkway
 Building Three, Suite 200
 Austin, TX 78730

2. Issuer Name and Ticker or Trading Symbol

Concero Inc. (CERO)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

12/00

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. Vice-President, Western Region

7. 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A or D Price
Common Stock	10/31/00	J	500	A \$3.1476

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns

1) Title of Derivative Security	2) Conversion or Exercise Price of	3) Trans- action Date	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)
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	Derivative Security		Code	A	D
Non-Qualified Stock Option (right to buy)	\$9.6250	05/31/00	A	15,000	
Non-Qualified Stock Option (right to buy)	\$14.0000				

Table II (PART 2) Derivative Securitized Acquired, Disposed of, or Beneficially Owned (Columns

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security
		Title	Amount or Number of Shares
-			
Non-Qualified Stock Option (right to buy)	05/31/00	Common Stock	15,000
Non-Qualified Stock Option (right to buy)		Common Stock	75,000

[FN]

Explanation of Responses:

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- (1) Option to purchase 15,000 shares becomes exercisable in four(4)equal annual installments commencing May 31, 2001.
- (2) 37,500 options are currently exercisable. The remaining 37,500 options become exercisable in three(3)equal annual installments commencing on December 3, 2001

SIGNATURE OF REPORTING PERSON

/S/ Downey, Ted

DATE: 01/08/01