

BARTOW WILLIAM C
 Form 4
 November 22, 2004

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 *
BARTOW WILLIAM C

(Last) (First) (Middle)

C/O NETEGRITY, INC., 201
 JONES ROAD

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETEGRITY INC [NETE]

3. Date of Earliest Transaction (Month/Day/Year)
 11/19/2004

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)
 Vice President Engineering

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/19/2004		M	8,066 A \$ 3.62	8,066	D	
Common Stock	11/19/2004		M	24,500 A \$ 3.62	32,566	D	
Common Stock	11/19/2004		M	3,679 A \$ 4.55	36,245	D	
Common Stock	11/19/2004		M	49,321 A \$ 4.55	85,566	D	
Common Stock	11/19/2004		M	17,500 A \$ 4.55	103,066	D	

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Common Stock	11/19/2004	M	14,500	A	\$ 4.55	117,566	D
Common Stock	11/19/2004	M	9,375	A	\$ 10.35	126,941	D
Common Stock	11/19/2004	S	8,066	D	\$ 10.7	118,875	D
Common Stock	11/19/2004	S	24,500	D	\$ 10.7	94,375	D
Common Stock	11/19/2004	S	3,679	D	\$ 10.7	90,696	D
Common Stock	11/19/2004	S	49,321	D	\$ 10.7	41,375	D
Common Stock	11/19/2004	S	17,500	D	\$ 10.7	23,875	D
Common Stock	11/19/2004	S	14,500	D	\$ 10.7	9,375	D
Common Stock	11/19/2004	S	9,375	D	\$ 10.7	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.62	11/19/2004		M	8,066	03/25/2003 ⁽¹⁾	03/25/2010	Common Stock	8,066
Employee Stock	\$ 3.62	11/19/2004		M	24,500	03/25/2003 ⁽²⁾	03/25/2010	Common Stock	24,500

Option (right to buy)									
Employee Stock Option (right to buy)	\$ 4.55	11/19/2004	M	3,679	04/25/2003 ⁽³⁾	04/25/2010	Common Stock	3,679	
Employee Stock Option (right to buy)	\$ 4.55	11/19/2004	M	49,321	04/25/2003 ⁽⁴⁾	04/25/2010	Common Stock	49,321	
Employee Stock Option (right to buy)	\$ 4.55	11/19/2004	M	17,500	04/25/2003 ⁽⁵⁾	04/25/2010	Common Stock	17,500	
Employee Stock Option (right to buy)	\$ 4.55	11/19/2004	M	14,500	04/25/2003 ⁽⁶⁾	04/25/2010	Common Stock	14,500	
Employee Stock Option (right to buy)	\$ 10.35	11/19/2004	M	9,375	03/09/2004 ⁽⁷⁾	12/10/2013	Common Stock	9,375	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTOW WILLIAM C C/O NETEGRITY, INC. 201 JONES ROAD WALTHAM, MA 02451			Vice President Engineering	

Signatures

William C.
Bartow

11/22/2004

**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) Option grant date 03/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (2) Option grant date 03/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (3) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (4) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (5) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (6) Option grant date 04/25/2003 with 40% of the options vesting immediately on the grant date and the remaining options vesting quarterly over a 3-year period.
- (7) Option grant date 12/09/2003 with options vesting 6.25% quarterly beginning 3-months after the grant date.

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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