

Karnik P K
 Form 4
 December 01, 2009

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 *
 Karnik P K

2. Issuer Name and Ticker or Trading Symbol
 CHORDIANT SOFTWARE INC
 [CHRD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 20400 STEVENS CREEK
 BLVD., #400
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/24/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP & GM, WW Client Services

CUPERTINO, CA 95014

(City) (State) (Zip)

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

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)
			Code	V	Amount (D) Price		
Common Stock	11/25/2009		A		30,000 <u>(1)</u>	A	\$ 0 30,000 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)

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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
Stock Option (right to buy)	\$ 2.87	11/24/2009		A	49,000 (2)	12/24/2009 11/24/2016	Common Stock 49
Restricted Stock Units	(3)	11/24/2009		A	25,000	(4) (4)	Common Stock 25
Restricted Stock Units	(5)	11/25/2009		M	30,000	(6) (6)	Common Stock 30

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karnik P K 20400 STEVENS CREEK BLVD. #400 CUPERTINO, CA 95014			SVP & GM, WW Client Services	

Signatures

/s/ Peter Norman
(Attorney-In-Fact) 11/30/2009

**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) Reflects shares that vested 11/25/2009 under RSU grant from 11/25/2008; shares shall be released two years from vesting
- (2) The shares vest in equal monthly installments over four (4) years from date of grant and have a term of seven (7) years
- (3) Each restricted stock unit represents a contingent right to receive one share of CHRD common stock
- (4) Vests twenty-five percent (25%) on the annual anniversary of the grant date for four (4) years
- (5) Reflects conversion of RSU into Common Stock
- (6) The shares vest in three (3) equal annual installments from 11/25/2008

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.