

ROSEN JAMES E
Form 5/A
April 02, 2003

FORM 5

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Form 3 Holdings Reported
 Form 4 Transactions Reported

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

Filed By
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1. Name and Address of Reporting Person* Rosen, James E. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol Netegrity, Inc. (NETE)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Vice President of Business Development			
c/o Netegrity, Inc. 201 Jones Road			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year 12/31/02			
(Street) Waltham, MA 02451			5. If Amendment, Date of Original (Month/Year) 2/10/03			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 5 (continued) 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4 & 5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		or Indirect (I) (Instr. 4)
				(A)	(D)						
Option (right to buy)	<u>(1)</u>	9/24/02		D4 <u>(2)</u>		275,001 <u>(3)</u>	<u>(4)</u>	Common Stock	275,000	<u>(2)</u>	0 D

Explanation of Responses:

(1) 150,001 Options with exercise price of \$36.09; 50,000 Options with an exercise price of \$24.35; 75,000 Options with an exercise price of \$15.37.

(2) On September 24, 2002 Mr. Rosen tendered to the issuer for cancellation 275,001 Options granted to him on 12/10/1999, 8/7/2001 and 3/15/2002. In exchange, Mr. Rosen will receive replacement options on March 25, 2003 and April 25, 2003.

(3) 150,001 Options vest 25% per year on the anniversary of 12/10/1999 (grant date) over a four year period; commencing two years from 8/7/2001, 50,000 Option vest 20% a year on the anniversary of 8/7/2001 (grant date) over a five year period; and 75,000 Options vest 50% per year on the anniversary of 3/15/2002 (grant date) over a two year period.

(4) 150,001 expire on 12/10/09; 50,000 expire on 8/7/2011; and 75,000 expire on 3/15/2009.

By: /s/ **James E. Rosen**

4/2/03
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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