

SERENA SOFTWARE INC  
Form 4  
March 16, 2006

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
ELLIS L EVAN JR

(Last) (First) (Middle)

2755 CAMPUS DRIVE, 3RD FLOOR

(Street)

SAN MATEO, CA 94403-2538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SERENA SOFTWARE INC [SRNA]

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

03/10/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

Sr VP of Worldwide Ops

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 (A) or (D) Price		
Common Stock	03/10/2006		D		2,880 (1)	D	
					\$ 24 0		

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

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SEC 1474 (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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 9.07	03/10/2006		D <sup>(2)</sup>	11,026	03/10/2006 <sup>(3)</sup>	08/14/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 14.66	03/10/2006		D <sup>(2)</sup>	1,667	03/10/2006 <sup>(4)</sup>	02/19/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 19.3	03/10/2006		D <sup>(2)</sup>	3,915	03/10/2006 <sup>(5)</sup>	09/10/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 21.08	03/10/2006		D <sup>(2)</sup>	18,972	07/20/2005	07/20/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 22.67	03/10/2006		D <sup>(2)</sup>	2,709	03/10/2006 <sup>(6)</sup>	02/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.07	03/10/2006		D <sup>(2)</sup>	17,100	03/10/2006 <sup>(3)</sup>	08/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.55	03/10/2006		D <sup>(2)</sup>	10,000	08/15/2005	08/15/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.66	03/10/2006		D <sup>(2)</sup>	28,333	03/10/2006 <sup>(4)</sup>	02/19/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.3	03/10/2006		D <sup>(2)</sup>	181,085	03/10/2006 <sup>(5)</sup>	09/10/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.08	03/10/2006		D <sup>(2)</sup>	301,028	07/20/2005	07/20/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.52	03/10/2006		D <sup>(2)</sup>	100,000	03/10/2006 <sup>(7)</sup>	02/24/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.67	03/10/2006		D <sup>(2)</sup>	62,291	03/10/2006 <sup>(6)</sup>	02/18/2014	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIS L EVAN JR 2755 CAMPUS DRIVE, 3RD FLOOR SAN MATEO, CA 94403-2538			Sr VP of Worldwide Ops	

## Signatures

L. EVAN  
ELLIS, JR. 03/16/2006

\_\_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) In connection with the merger of Spyglass Merger Corp. with and into the Issuer, shares of the Issuer's common stock were converted into the right to receive \$24.00 per share in cash, without interest.

These options were tendered by the Reporting Person to the Issuer in connection with the Offer to Purchase from Eligible Employees All Outstanding Eligible Options to Purchase Common Stock for Cash (such Offer, an exhibit to the Schedule TO initially filed by the Issuer with the Commission on 2/2/06), which Offer expired on 3/10/06. All tendered options were cancelled and the Issuer paid to the

- (2) Reporting Person with respect to all of the options tendered a cash amount equal to the greater of the following, less any applicable tax withholdings, (i) the aggregate "spread value" of all of such options tendered by such holder, with the spread value for such option being equal to the product of (x) the excess, if any, of \$24.00 per share over the per share exercise price of such option multiplied by (y) the number of shares of the Issuer's common stock issuable upon exercise of such option and (ii) \$500.

- Prior to 3/10/06, such option would become vested and exercisable with respect to 1/4 of the shares underlying such option on 8/14/03 and would become vested and exercisable with respect to the remaining shares underlying such option in equal installments on each one-month anniversary of 8/14/03 until 8/14/06, at which time such option would be fully vested and exercisable. Immediately prior to the effective time of the merger of Spyglass Merger Corp. with and into the Issuer, the option became fully vested and exercisable with respect to all shares underlying such option that were not previously vested and exercisable.
- (3)

- Prior to 3/10/06, such option would become vested and exercisable with respect to 1/4 of the shares underlying such option on 2/19/04 and would become vested and exercisable with respect to the remaining shares underlying such option in equal installments on each one-month anniversary of 2/19/04 until 2/19/07, at which time such option would be fully vested and exercisable. Immediately prior to the effective time of the merger of Spyglass Merger Corp. with and into the Issuer, the option became fully vested and exercisable with respect to all shares underlying such option that were not previously vested and exercisable.
- (4)

- Prior to 3/10/06, such option would become vested and exercisable with respect to 1/4 of the shares underlying such option on 9/10/04 and would become vested and exercisable with respect to the remaining shares underlying such option in equal installments on each one-month anniversary of 9/10/04 until 9/10/07, at which time such option would be fully vested and exercisable. Immediately prior to the effective time of the merger of Spyglass Merger Corp. with and into the Issuer, the option became fully vested and exercisable with respect to all shares underlying such option that were not previously vested and exercisable.
- (5)

- Prior to 3/10/06, such option would become vested and exercisable with respect to 1/4 of the shares underlying such option on 2/18/05 and would become vested and exercisable with respect to the remaining shares underlying such option in equal installments on each one-month anniversary of 2/18/05 until 2/18/08, at which time such option would be fully vested and exercisable. Immediately prior to the effective time of the merger of Spyglass Merger Corp. with and into the Issuer, the option became fully vested and exercisable with respect to all shares underlying such option that were not previously vested and exercisable.
- (6)

- Prior to 3/10/06, such option would become vested and exercisable with respect to 1/4 of the shares underlying such option on 2/24/06 and would become vested and exercisable with respect to the remaining shares underlying such option in equal installments on each one-month anniversary of 2/24/06 until 2/24/09, at which time such option would be fully vested and exercisable. Immediately prior to the effective time of the merger of Spyglass Merger Corp. with and into the Issuer, the option became fully vested and exercisable with respect to all shares underlying such option that were not previously vested and exercisable.
- (7)

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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