

EPICOR SOFTWARE CORP
Form 4
May 09, 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 *
KLAUS L GEORGE

2. Issuer Name and Ticker or Trading Symbol
**EPICOR SOFTWARE CORP
[EPIC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
18200 VON KARMAN, SUITE
1000

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2006

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

(Street)
IRVINE, CA 92612

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

(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 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	05/06/2006		J ⁽¹⁾	40,000 A <u>(2)</u>	40,000 <u>(7)</u>	I	Owned by spouse.

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Option (right to buy)	\$ 1.58	05/06/2006		J ⁽¹⁾	1,500	<u>(3)</u> 07/01/2012	Common Stock	1,500	
Nonqualified Stock Option (right to buy)	\$ 1.4	05/06/2006		J ⁽¹⁾	3,750	<u>(3)</u> 11/01/2012	Common Stock	3,750	
Nonqualified Stock Option (right to buy)	\$ 2.32	05/06/2006		J ⁽¹⁾	2,500	<u>(3)</u> 04/22/2013	Common Stock	2,500	
Nonqualified Stock Option (right to buy)	\$ 6	05/06/2006		J ⁽¹⁾	2,812	<u>(4)</u> 07/23/2013	Common Stock	2,812	
Nonqualified Stock Option (right to buy)	\$ 12.74	05/06/2006		J ⁽¹⁾	15,625	<u>(4)</u> 01/02/2014	Common Stock	15,625	
Nonqualified Stock Option (right to buy)	\$ 10.39	05/06/2006		J ⁽¹⁾	15,000	<u>(4)</u> 07/19/2014	Common Stock	15,000	
Nonqualified Stock Option (right to buy)	\$ 15.21	05/06/2006		J ⁽¹⁾	35,000	<u>(4)</u> 10/26/2014	Common Stock	35,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLAUS L GEORGE 18200 VON KARMAN SUITE 1000 IRVINE, CA 92612	X			

Signatures

//John D. Ireland,
Attorney-in-Fact

05/09/2006

__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) Mr. Klaus married Ms. Lauri McClay on Saturday, May 6, 2006. The shares noted herein were owned by Ms. McClay as of that date. Mr. Klaus disclaims beneficial ownership of them.
- (2) Grant to recipient in a transaction exempt under Rule 16(b)-3(e). The shares are subject to a lapsing right of repurchase in favor of the Company. Recipient paid par value, \$.001 per share, for each share of restricted stock.
- (3) Grant to recipient in a transaction exempt under rule 16(b)-3(e). This option grant vests 25% each anniversary date of the grant such that it is fully vested after 4 years.
- (4) Grant to recipient in a transaction exempt under Rule 16(b)-3(e). This option grant vests 25% on the first anniversary of the grant and quarterly thereafter such that it is fully vested in 4 years.
- (5) Not applicable.
- (6) Reporting person directly owns 500,000 derivative securities (NQ Stock Options) as previously reported.
- (7) Reporting person currently directly owns 2,402,546 shares of common stock as previously reported.

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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