

CLARK RUSSELL C.  
Form 4  
February 09, 2011

**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 \*  
CLARK RUSSELL C.

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  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2011

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

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  | (A) or (D)   | Price                             |
| Common Stock                    | 02/07/2011                           |  | A                              |   | 37,058  | A  | (1) 176,911 (2)                   |
| Common Stock                    | 02/07/2011                           |  | A                              |   | 6,000   | A  | (3) 182,911 (2)                   |

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

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SEC 1474  
(9-02)

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**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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu  | Deriv  | Secur  | Benef | Own | Follo | Repo | Trans | (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------|--------|--------|-------|-----|-------|------|-------|--------|
|  |  |                                      |  |                                |   |  | Title   | Amount                                     |        |        |        |       |     |       |      |       |        |
|  |  |                                      |  |                                |   |  | Date  | Expiration                                 | Title  | Number |        |       |     |       |      |       |        |
|  |  |                                      |  |                                |   |  | Exercisable   | Date                                       | Number | of     |        |       |     |       |      |       |        |
|  |  |                                      |  |                                |   |  | Code  | V  | (A)    | (D)    | Shares |       |     |       |      |       |        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CLARK RUSSELL C.<br>18200 VON KARMAN<br>SUITE 1000<br>IRVINE, CA 92612 |               |           | PAO     |       |

## Signatures

/s/John D. Ireland, Attorney  
in Fact 02/09/2011  
 \_\_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) Grant to recipient in a transaction exempt under rule 16b-3(e). The shares are subject to a lapsing right of forfeiture in favor of the Company with such right lapsing based upon achievement of annual Company Performance objectives. Reporting person is deemed to have paid par value, \$0.001 per share for each share of restricted stock for service rendered.
  - (2) Includes restricted shares subject to lapsing right of forfeiture.
  - (3) Grant to recipient in a transaction exempt under rule 16(b)-3(e). The shares are subject to a lapsing right of forfeiture in favor of the Company. Reporting person is deemed to have paid par value, \$0.001 per share for each share of restricted stock for service rendered.

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.