

Zuckerman David
Form 4
December 01, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zuckerman David

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

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

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP, GC and Secretary

(Street)
CUPERTINO, CA 95014

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/25/2009		A	(A) or (D) Price	16,666 (1)	D	

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

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information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Nu of
Stock Option (right to buy)	\$ 2.87	11/24/2009		A	33,000 (2)	12/24/2009 11/24/2016	Common Stock 33
Restricted Stock Units	(3)	11/24/2009		A	16,000	(4) (4)	Common Stock 16
Restricted Stock Units	(5)	11/25/2009		M	16,666	(6) (6)	Common Stock 16

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Zuckerman David 20400 STEVENS CREEK BLVD. #400 CUPERTINO, CA 95014	VP, GC and Secretary

Signatures

/s/ David
Zuckerman 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.

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