

ORACLE CORP
Form 4
January 20, 2009

FORM 4

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

OMB APPROVAL

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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 *
KEMP JACK F

2. Issuer Name and Ticker or Trading Symbol
ORACLE CORP [ORCL]

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)
1701 PENNSYLVANIA AVE NW

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2009

(Check all applicable)

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

WASHINGTON, DC 20006-2805

(City) (State) (Zip)

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

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 or Price | | |
| Common Stock | 01/16/2009 | | M | | 30,000 A \$ 11.4 | 35,000 | D |
| Common Stock | 01/16/2009 | | S | | 20,000 D \$ 16.76 | 15,000 | D |
| Common Stock | 01/16/2009 | | S | | 9,013 D \$ 16.73 | 5,987 | D |
| Common Stock | 01/16/2009 | | S | | 987 D \$ 16.72 | 5,000 | D |
| Common Stock | 01/16/2009 | | M | | 40,000 A \$ 8.42 | 45,000 | D |
| | 01/16/2009 | | S | | 40,000 D | 5,000 | D |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|--------|---|
| Common Stock | | | | | | \$ 16.72 | | |
| Common Stock | 01/16/2009 | | M | 22,500 | A | \$ 12.85 | 27,500 | D |
| Common Stock | 01/16/2009 | | S | 22,500 | D | \$ 16.72 | 5,000 | D |
| Common Stock | 01/16/2009 | | M | 40,000 | A | \$ 13.01 | 45,000 | D |
| Common Stock | 01/16/2009 | | S | 20,000 | D | \$ 16.7 | 25,000 | D |
| Common Stock | 01/16/2009 | | S | 1,000 | D | \$ 16.71 | 24,000 | D |
| Common Stock | 01/16/2009 | | S | 19,000 | D | \$ 16.73 | 5,000 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 8.42 | 01/16/2009 | | M | 40,000 | (1) 05/31/2012 | Common Stock | 40,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 11.4 | 01/16/2009 | | M | 30,000 | (1) 05/31/2014 | Common Stock | 30,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 13.01 | 01/16/2009 | | M | 40,000 | (1) 05/24/2013 | Common Stock | 40,000 | |
| Non-Qualified Stock Option | \$ 12.85 | 01/16/2009 | | M | 22,500 | (1) 05/31/2015 | Common Stock | 22,500 | |

(right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KEMP JACK F 1701 PENNSYLVANIA AVE NW WASHINGTON, DC 20006-2805 | X | | | |

Signatures

/s/Rita S.Dickson, Attorney in Fact for Jack French Kemp (POA filed 5/28/03)

01/20/2009

__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) Option vests 25% annually on anniversary of grant date.

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.