

OPNET TECHNOLOGIES INC
Form 8-K
August 19, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act Of 1934

Date of Report (Date of earliest event reported) : August 19, 2003

OPNET Technologies, Inc.

(Exact name of registrant as specified in charter)

Delaware (State or other jurisdiction of incorporation)	000-30931 (Commission File Number)	52-1483235 (IRS Employer Identification No.)
7255 Woodmont Avenue, Bethesda, MD (Address of principal executive offices)		20814 (Zip Code)

Registrant's telephone number, including area code: (240) 497-3000

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(Former name or former address, if changed since last report)

Item 9. Regulation FD Disclosure (Information furnished pursuant to Item 12, Disclosure of Results of Operations and Financial Condition).

On August 19, 2003, OPNET Technologies, Inc. announced its financial results for the quarter ended June 30, 2003. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with the procedural guidance in SEC Release No. 33-8216, the information in this Form 8-K and the Exhibit attached hereto is being furnished under Item 9, Regulation FD Disclosure rather than under Item 12, Disclosure of Results of Operations and Financial Condition. The information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OPNET TECHNOLOGIES, INC.

Date: August 19, 2003

By:

/s/ JOSEPH W. KUHN

Joseph W. Kuhn

Vice President of Finance and Chief Financial Officer

(Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated August 19, 2003
	and Amount of Underlying Securities
(Instr. 3 and 4)	8. Price of Derivative Security
(Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)	11. Nature of Indirect Beneficial Ownership
(Instr. 4)	Code V(A)(D) Date Exercisable Expiration Date Title Amount or Number of Shares
221.09	(3) (4) (4) Common Stock 221.09 \$ 18.95 4,111.14 D Stock Options (Right to buy) \$ 18.0625
02/01/2001	02/01/2010 Common Stock 2,000 2,000 (5) D Stock Options (Right to buy) \$ 18.7
05/01/2002	05/01/2011 Common Stock 2,000 2,000 (5) D Stock Options (Right to buy) \$ 20.07
05/02/2006	05/02/2015 Common Stock 2,000 2,000 (5) D Stock Options (Right to buy) \$ 20.46
05/03/2005	05/03/2014 Common Stock 2,000 2,000 (5) D Stock Options (Right to buy) \$ 21.66
05/01/2004	05/01/2013 Common Stock 2,000 2,000 (5) D Stock Options (Right to buy) \$ 25.19
05/01/2003	05/01/2012 Common Stock 2,000 2,000 (5) D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERNANDEZ ALBERTO 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202	X			

Signatures

John L. Hammond, Attorney-In-Fact for Mr. Fernandez
10/04/2005

__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).
- (3) Shares of Common Stock allocated to Director's account for the fiscal quarter ended 9/30/05 pursuant to the Company's Deferred Compensation Plan, based on closing price of \$18.95 per share for Company's Common Stock on 9/30/05.
- (1) Includes shares of restricted stock issued under the Company's 2002 Non-Employee Director Stock Plan as well as allocation of dividends to Director's account.
- (5) Original option grant vests in three equal annual installments beginning on the date listed.
- (2) Deferred Stock converts to Common Stock on a one-for-one basis.
- (4) Shares of Common Stock will be issued following termination of reporting person's service as a Director of the Company.

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.