

Norman Peter  
Form 4  
April 30, 2010

**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 \*  
Norman Peter

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., SUITE 400

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/21/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Senior Vice President and CFO

(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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/21/2010		U		33,333	D \$ 5 0	D
Common Stock	04/21/2010		M		66,667	A \$ 0 66,667	D
Common Stock	04/21/2010		M		31,000	A \$ 0 97,667	D
Common Stock	04/21/2010		D		97,667	D <u>11</u> 0	D

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)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(3)</u>	04/21/2010		M	66,667 <u>(4)</u>	04/21/2010	04/21/2010	Common Stock	66,667 <u>(2)</u>
Restricted Stock Units	<u>(3)</u>	04/21/2010		M	31,000 <u>(5)</u>	04/21/2010	04/21/2010	Common Stock	31,000 <u>(2)</u>
Stock Option (right to buy)	\$ 2.87	04/21/2010		D	61,000	<u>(6)</u>	11/23/2016	Common Stock	61,000
Stock Option (right to buy)	\$ 9.25	04/21/2010		D	35,000	<u>(7)</u>	11/19/2017	Common Stock	35,000
Stock Option (right to buy)	\$ 8.25	04/21/2010		D	40,000	<u>(8)</u>	02/14/2017	Common Stock	40,000
Stock Option (right to buy)	\$ 8.4	04/21/2010		D	22,000	<u>(9)</u>	03/08/2016	Common Stock	22,000
Stock Option (right to buy)	\$ 7.475	04/21/2010		D	27,999	<u>(10)</u>	01/17/2016	Common Stock	27,999
Stock Option	\$ 4.1	04/21/2010		D	22,000	<u>(11)</u>	05/06/2015	Common Stock	22,000

(right to  
buy)

Stock

Option  
(right to  
buy)

\$ 6.875

04/21/2010

D

8,000

(12)

08/05/2014

Common  
Stock

8,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer

Other

Norman Peter  
20400 STEVENS CREEK BLVD.  
SUITE 400  
CUPERTINO, CA 95014

Senior Vice President and CFO

## Signatures

/s/ Peter Norman

04/29/2010

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) Disposed of pursuant to the terms of the Agreement and Plan of Merger dated March 14, 2010 by and among Pegasystems Inc., Maple Leaf Acquisition Corp. and Chordiant Software, Inc. (the "Merger Agreement") in exchange for the right to receive an amount in cash equal to \$5.00 per share on the effective date of the merger.

(2) Reflects conversion of RSU into Common Stock

(3) Each restricted stock unit represents a contingent right to receive one share of CHRD common stock.

(4) Reflects shares that vested on 4/21/2010 under RSU grant from 11/25/2008

(5) Reflects shares that vested on 4/21/2010 under RSU grant from 11/24/2009

(6) This option, which provided for vesting in equal monthly installments over four years beginning 11/24/2009, was assumed by Pegasystems Inc. pursuant to the Merger Agreement and replaced with an option to purchase 7,978 shares of Pegasystems Inc. common stock for \$21.943 per share.

(7) This option, which provided for vesting in equal monthly installments over four years beginning 10/11/2007, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.

(8) This option, which provided for vesting in equal monthly installments over four years beginning 11/08/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.

(9) This option, which provided for vesting in equal monthly installments over four years beginning 03/08/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.

(10) This option, which provided for vesting in equal monthly installments over four years beginning 01/17/2006, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.

(11) This option, which provided for vesting in equal monthly installments over three years beginning 01/01/2005, was assumed by Pegasystems Inc. pursuant to the Merger Agreement and replaced with an option to purchase 2,877 shares of Pegasystems Inc. common stock for \$31.347 per share.

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- (12) This option, which provided for vesting in equal monthly installments over three years after a one year cliff beginning 08/05/2004, was cancelled pursuant to the Merger Agreement with Pegasystems Inc.

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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