

Bridgeline Software, Inc.
 Form 4
 October 28, 2008

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 *
 Zucker Brett Scott

(Last) (First) (Middle)

C/O BRIDGELINE SOFTWARE, 10 SIXTH ROAD

(Street)

WOBURN, MA 01801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Bridgeline Software, Inc. [BLSW]

3. Date of Earliest Transaction (Month/Day/Year)
 10/24/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. V.P. and Chief Tech Off

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)
Common Stock				(A) or (D) Price	79,503	D	

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

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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 of Underlying Security (Instr. 3 and 4)	8. Amount of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Stock Option (right to buy)	\$ 0.9	10/24/2008		A	200,131	<u>(1)</u>	10/09/2018	Common Stock	20
Stock Option (right to buy)	\$ 1.76	10/24/2008		D	20,000	<u>(3)</u>	08/19/2018	Common Stock	20
Stock Option (right to buy)	\$ 3.69	10/24/2008		D	30,000	<u>(4)</u>	10/26/2017	Common Stock	30
Stock Option (right to buy)	\$ 3.75	10/24/2008		D	100,000	<u>(5)</u>	06/01/2015	Common Stock	100
Stock Option (right to buy)	\$ 3	10/24/2008		D	25,000	<u>(5)</u>	06/01/2013	Common Stock	25
Stock Option (right to buy)	\$ 3	10/24/2008		D	8,334	<u>(5)</u>	02/27/2012	Common Stock	8
Stock Option (right to buy)	\$ 1.0716	10/24/2008		D	16,797	<u>(5)</u>	02/27/2012	Common Stock	16

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zucker Brett Scott C/O BRIDGELINE SOFTWARE 10 SIXTH ROAD WOBURN, MA 01801			Exec. V.P. and Chief Tech Off	

Signatures

/s/ Gary Cebula, as
attorney-in-fact

10/28/2008

__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) This option becomes exercisable with respect to 1/3 of the underlying shares on each of October 9, 2009, October 9, 2010 and October 9, 2011.
 - (2) The reporting person agreed to cancellation of options granted to him on February 27, 2002, June 1, 2003, June 1, 2005, October 26, 2007 and August 19, 2008, in exchange for a new option to purchase the same number of shares having a lower exercise price.
 - (3) This option would have become exercisable with respect to 1/3 of the underlying shares on each of August 19, 2009, August 19, 2010 and August 19, 2011.
 - (4) This option would have become exercisable with respect to 1/3 of the underlying shares on each of October 26, 2008, October 26, 2009 and October 26, 2010.
 - (5) This option was immediately exercisable in full.

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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