

SPRINGETT DAVID
Form 5/A
December 28, 2006

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
SPRINGETT 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)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2001

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

20400 STEVENS CREEK
BOULEVARD, SUITE 200

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/14/2002

6. Individual or Joint/Group Reporting

(check applicable line)

CUPERTINO, CA 95014

☒ 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

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contained in this form are not required to respond unless
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SEC 2270
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)				(Instr. 3 and 4)	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 3.05	05/16/2001	Â	A	7,500	Â	Â <u>(2)</u>	05/15/2011	Common Stock	7,500
Stock Option (Right to Buy)	\$ 3.05	05/16/2001	Â	A	5,000	Â	Â <u>(2)</u>	05/15/2011	Common Stock	5,000
Stock Option (Right to Buy)	\$ 6.7	12/10/2001	Â	A	25,000	Â	Â <u>(1)</u>	12/09/2011	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPRINGETT DAVID 20400 STEVENS CREEK BOULEVARD, SUITE 200 CUPERTINO,Â CAÂ 95014	Â X	Â	Â	Â

Signatures

/s/ Nancy H. Wojtas
(Attorney-In-Fact) 12/28/2006

 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) The shares are immediately exercisable with twenty-five per cent (25%) of the shares vesting one year from the date of grant and 1/48th of the shares initially subject to the option vesting monthly over the next thirty-six months.
- (2) The shares are immediately exercisable and vest in monthly installments over a one year period measured from the date of grant.

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Remarks:

ThisÂ amendmentÂ toÂ beingÂ filedÂ toÂ correctÂ theÂ dateÂ and/orÂ priceÂ forÂ eachÂ grantÂ asÂ originallyÂ reported

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.