

Wesley Melvin III
Form 4
November 23, 2011

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wesley Melvin III

2. Issuer Name **and** Ticker or Trading
Symbol
OPNET TECHNOLOGIES INC
[OPNT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Financial Officer

C/O OPNET TECHNOLOGIES,
INC., 7255 WOODMONT
AVENUE

(Street)

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

BETHESDA, MD 20814

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/22/2011		M		2,500	A	\$ 11.56	18,954	D
Common Stock	11/22/2011		M		2,500	A	\$ 11.56	21,454	D
Common Stock	11/22/2011		M		2,500	A	\$ 11.56	23,954	D
Common Stock	11/22/2011		M		2,500	A	\$ 11.56	26,454	D
	11/22/2011		F		2,166	D		24,288	D

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Common Stock					\$ 35.33		
Common Stock	11/22/2011	F	3,273	D	\$ 35.33	21,015	D
Common Stock	11/22/2011	D	4,561	D	\$ 35.33	16,454	D
Common Stock	11/22/2011	D	5,500	D	\$ 35.33	10,954	D

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.56	11/22/2011		M	2,500	06/21/2005 07/08/2014	Common Stock 2,500
Employee Stock Option (Right to Buy)	\$ 11.56	11/22/2011		M	2,500	06/21/2006 07/08/2014	Common Stock 2,500
Employee Stock Option (Right to Buy)	\$ 11.56	11/22/2011		M	2,500	06/21/2007 07/08/2014	Common Stock 2,500
Employee Stock Option (Right to Buy)	\$ 11.56	11/22/2011		M	2,500	06/21/2008 07/08/2014	Common Stock 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wesley Melvin III C/O OPNET TECHNOLOGIES, INC. 7255 WOODMONT AVENUE BETHESDA, MD 20814			Chief Financial Officer	

Signatures

Mel Wesley III by Dennis R. McCoy under Power of Attorney

11/23/2011

 **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).

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.