

MOTIVE INC
Form 4
June 29, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Harmon Scott L

(Last) (First) (Middle)
12515 RESEARCH BLVD., BUILDING 5
(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOTIVE INC [MOTV]

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2005

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)
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	06/28/2005		S	100 ⁽¹⁾ D \$ 10.13	1,072,319	I	by SLH Holdings, Ltd. ⁽²⁾
Common Stock	06/28/2005		S	106 ⁽¹⁾ D \$ 10.16	1,072,213	I	by SLH Holdings, Ltd. ⁽²⁾
Common Stock	06/28/2005		S	200 ⁽¹⁾ D \$ 10.19	1,072,013	I	by SLH Holdings, Ltd. ⁽²⁾
Common Stock	06/28/2005		S	100 ⁽¹⁾ D \$ 10.21	1,071,913	I	by SLH Holdings,

Edgar Filing: MOTIVE INC - Form 4

Common Stock	06/28/2005	S	300 <u>(1)</u>	D	\$ 10.22	1,071,613	I	Ltd. <u>(2)</u> by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	300 <u>(1)</u>	D	\$ 10.23	1,071,313	I	by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	200 <u>(1)</u>	D	\$ 10.24	1,071,113	I	by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	100 <u>(1)</u>	D	\$ 10.25	1,071,013	I	by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	200 <u>(1)</u>	D	\$ 10.26	1,070,813	I	by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	200 <u>(1)</u>	D	\$ 10.27	1,070,613	I	by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	300 <u>(1)</u>	D	\$ 10.28	1,070,313	I	by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	200 <u>(1)</u>	D	\$ 10.29	1,070,113	I	by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	25 <u>(1)</u>	D	\$ 10.3	1,070,088	I	by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	100 <u>(1)</u>	D	\$ 10.33	1,069,988	I	by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	1,369 <u>(1)</u>	D	\$ 10.37	1,068,619	I	by SLH Holdings, Ltd. <u>(2)</u>
Common Stock	06/28/2005	S	200 <u>(1)</u>	D	\$ 10.38	1,068,419	I	by SLH Holdings, Ltd. <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Edgar Filing: MOTIVE INC - Form 4

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harmon Scott L 12515 RESEARCH BLVD. BUILDING 5 AUSTIN, TX 78759	X		Chief Executive Officer	

Signatures

James Wesley Jones,
Attorney-In-Fact
Date: 06/29/2005

__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).
- (1) Shares were sold under Reporting Person's 10b5-1 Plan.
- (2) Mr. Harmon is the general partner of SLH Holdings, Ltd.

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.