

WAGNER RALPH B
Form 4
November 24, 2004

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 *
WAGNER RALPH B

(Last) (First) (Middle)

C/O NETEGRITY, INC., 201
JONES ROAD

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETEGRITY INC [NETE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2004

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)

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)
				Code V Amount (A) or (D) Price			
Common Stock	11/24/2004		D	59,368 D 10.75	0	D	
				(1)			

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)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.46	11/24/2004		D	848	12/10/1997 ⁽²⁾ 09/30/2007	Common Stock	848
Stock Option (right to buy)	\$ 30.83	11/24/2004		D	15,000	05/18/2001 ⁽³⁾ 05/18/2015	Common Stock	15,000
Stock Option (right to buy)	\$ 15.37	11/24/2004		D	10,000	03/15/2003 ⁽⁴⁾ 03/15/2009	Common Stock	10,000
Stock Option (right to buy)	\$ 15.37	11/24/2004		D	7,500	03/15/2003 ⁽⁵⁾ 03/15/2009	Common Stock	7,500
Stock Option (right to buy)	\$ 4.4	11/24/2004		D	15,000	02/25/2004 ⁽⁶⁾ 02/25/2010	Common Stock	15,000
Stock Option (right to buy)	\$ 8.38	11/24/2004		D	15,000	06/12/2004 ⁽⁷⁾ 03/12/2014	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGNER RALPH B C/O NETEGRITY, INC. 201 JONES ROAD WALTHAM, MA 02451	X			

Signatures

Ralph B.
Wagner

11/24/2004

__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 merger agreement between issuer and Computer Associates International, Inc. in exchange for the right to receive \$10.75 per share.

This option granted 9/10/1997, which provided for a 5% vesting quarterly over a 5-year period, was canceled in the merger between issuer and Computer Associates International, Inc. in exchange for a cash payment of \$7,877.92, representing the difference between the exercise price of the option and \$10.75.
 - (3) This option granted 5/18/2000, which provided for options to vest 50% annually over a 2-year period, was canceled in the merger between issuer and Computer Associates International, Inc.
 - (4) This option granted 3/15/2002, which provided for options to vest 25% annually over a 4-year period, was canceled in the merger between issuer and Computer Associates International, Inc.
 - (5) This option granted 3/15/2002, which provided for options to vest 50% annually over a 2-year period, was canceled in the merger between issuer and Computer Associates International, Inc.
 - (6) This option granted 2/25/2003, which provided for a 25% vesting annually over a 4-year period, was canceled in the merger in exchange for a cash payment of \$95,250.00, representing the difference between the exercise price of the option and \$10.75.
 - (7) This option granted 3/12/2004, which provided for a 5% quarterly vesting over a 5-year period, was canceled in the merger in exchange for a cash payment of \$35,550.00, representing the difference between the exercise price of the option and \$10.75.

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.