

3COM CORP
Form 4
April 14, 2010

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 *
BENHAMOU ERIC

(Last) (First) (Middle)

350 CAMPUS DRIVE

(Street)

MARLBOROUGH, MA 01752-3064

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
3COM CORP [COMS]

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2010

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/12/2010		D	Amount 1,226,862 (1)	(A) or (D) Price D 2 0	D	

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

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information contained in this form are not
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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy)	\$ 2.18	04/12/2010		D			94,000	<u>(3)</u>	09/24/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 4.04	04/12/2010		D			75,000	<u>(5)</u>	09/28/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 4.07	04/12/2010		D			37,500	<u>(5)</u>	10/16/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 4.32	04/12/2010		D			75,000	<u>(5)</u>	09/22/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 4.41	04/12/2010		D			94,000	<u>(5)</u>	09/20/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.15	04/12/2010		D			75,000	<u>(5)</u>	09/23/2010	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 11.7565	04/12/2010		D			202,738	<u>(5)</u>	07/12/2010	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 13.6875	04/12/2010		D			1,663,000	<u>(5)</u>	08/01/2010	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENHAMOU ERIC 350 CAMPUS DRIVE MARLBOROUGH, MA 01752-3064	X			

Signatures

/s/ Eric
Benhamou 04/14/2010

__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) Includes 18,716 shares represented by restricted stock units ("RSUs"). Pursuant to the Issuer's 2003 Stock Plan (the "2003 Plan"), the RSUs vested in full immediately prior to the effectiveness of the merger.
- (2) Pursuant to the Merger Agreement between the Issuer and Hewlett-Packard Company ("HP") dated November 11, 2009 (the "Merger Agreement"), each share of COMS common stock will be exchanged for \$7.90 in cash.
- (3) Pursuant to the 2003 Plan, the unvested options vested in full immediately prior to the effectiveness of the merger.
- (4) Pursuant to the Merger Agreement, the option will be cancelled in exchange for a cash payment for each share subject to the option equal to the excess of \$7.90 over the per share exercise price of the option.
- (5) The option is fully vested and immediately exercisable.
- (6) Pursuant to the Merger Agreement, the option will be assumed by HP and converted into an option to purchase 29,892 shares of HP common stock at an exercise price of \$79.74 per share.
- (7) Pursuant to the Merger Agreement, the option will be assumed by HP and converted into an option to purchase 245,197 shares of HP common stock an exercise price of \$92.84 per share.

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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