

CONCERO INC

Form 4

June 08, 2001

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[X] Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
 Richardson, Nancy A.
 6300 Bridgepoint Parkway
 Building Three, Suite 200
 Austin, TX 78730
2. Issuer Name and Ticker or Trading Symbol
 Concero Inc. (CERO)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
 05/01
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. VP, General Counsel and
 Secretary
7. 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	2) Trans- action Date (Month/ Day/Year)	3) Trans- action Code Code V	4) Securities Acquired (A) or Disposed of (D) A or D	Price
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Common Stock

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D
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Non-Qualified Stock Option \$1.9375

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(right to buy)
 Non-Qualified Stock Option \$2.2500 02/01/01 A V 5,000
 (right to buy)
 Non-Qualified Stock Option \$3.6250
 (right to buy)
 Non-Qualified Stock Option \$3.8750
 (right to buy)
 Non-Qualified Stock Option \$9.6250
 (right to buy)
 Non-Qualified Stock Option \$16.6250
 (right to buy)

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	Amount or Number of Shares	8) Price of Derivative Security
-		Title		
Non-Qualified Stock Option (right to buy)		Common Stock	15,082	
Non-Qualified Stock Option (right to buy)	02/01/01	Common Stock	5,000	\$2.2500
Non-Qualified Stock Option (right to buy)		Common Stock	20,000	
Non-Qualified Stock Option (right to buy)		Common Stock	6,000	
Non-Qualified Stock Option (right to buy)		Common Stock	19,000	
Non-Qualified Stock Option (right to buy)		Common Stock	5,000	

Explanation of Responses:

(1) 4,918 options have been exercised and 5,082 options are currently exercisable. The remaining 10,000 options become exercisable in two (2) equal annual installments commencing on September 29, 2001.

(2) Option to purchase 20,000 shares becomes exercisable in four (4) equal annual installments commencing October 2, 2001.

(3) 2,000 options have been exercised and an additional 2000 options are exercisable. The remaining 4,000 options become exercisable in two (2) equal annual installments commencing on February 9, 2002.

(4) Option to purchase 19,000 shares becomes exercisable in four (4) equal annual installments commencing May 31, 2001.

(5) 1250 options are currently exercisable. The remaining 3750 options become exercisable in three (3) equal annual installments commencing on January 12, 2002.

SIGNATURE OF REPORTING PERSON

/S/ Richardson, Nancy A.

DATE: June 8, 2001