

Wesley Melvin III
Form 4
December 20, 2012

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2012

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

(Street)
BETHESDA, MD 20814

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/18/2012		U		358	D \$ 41.78 ⁽¹⁾	19,628 <u>(2)</u>	D	
Common Stock	12/18/2012		M		26,667	A \$ 9.79	46,295	D	
Common Stock	12/18/2012		F		13,496 ⁽³⁾	D \$ 41.72	32,799	D	
Common Stock	12/18/2012		F		8,283 ⁽⁴⁾	D \$ 41.72	24,516	D	

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Common Stock	12/18/2012	D	24,516	D	\$ 41.78 (5)	0	D
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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)

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.79	12/18/2012		M	26,667	(5) 12/17/2012	Common Stock	26,667

Reporting Owners

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

Signatures

/s/Dennis R. McCoy,
Attorney-in-Fact

12/20/2012

**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) These shares are being disposed of in connection with a Tender Offer Statement filed by Riverbed Technology, Inc. ("Riverbed") and Octagon Acquisition Corp. ("Octagon") relating to the offer by Octagon to purchase all of the issued and outstanding shares of common

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stock of the Issuer. The tender price of the shares of common stock is (i) \$36.55 in cash; and (ii) 0.2774 of a share of common stock of Riverbed. The purchase price shown is based on the closing price of Riverbed common stock on December 17, 2012 of \$18.85 per share.

The shares reported as beneficially owned following this reported transaction takes into consideration an error that occurred in the reporting person's Form 4 filed with the Securities & Exchange Commission (the "SEC") on February 10, 2012 for a transaction on February 6, 2011. The reporting person reported the forfeiture of 817 shares for the payment of withholding taxes. In fact, the reporting person only forfeited 757 shares resulting in the total number of shares currently beneficially owned by the reporting person before the reporting of this transaction as 19,986 shares instead of 19,926 shares as was reported in the reporting person's form 4 filed with the SEC on November 5, 2012.

- (3) Reflects the number of shares withheld for the payment of tax and exercise price of the option listed on Table II.
- (4) Reflects the number of shares withheld for the payment of taxes in connection with the vesting of certain restricted stock awards.

These shares were disposed of in connection with a merger by and between Riverbed and Octagon pursuant to which the issuer became a wholly-owned subsidiary of Riverbed. As a result of the merger, each outstanding share of common stock was automatically converted into the right to receive: (i) \$36.55 in cash; and (ii) 0.2774 shares of Riverbed common stock, without interest thereon and subject to any tax withholding. The price is based on the closing price of Riverbed common stock on December 17, 2012 of \$18.85 per share.

- (5)

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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