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Wu Bernard . Form 4											
March 11, 20)09									PPROVAL	
FORM	$ 4 _{\text{UNITE}}$	UNITED STATES SECURITIES AND EXCHANGE COMMISSION									
	UNITE	DSIAIL		hington,					OMB Number:	3235-0287	
Check this box				8,	Expires:	January 31, 2005					
if no long subject to Section 1 Form 4 or	6. SIAII	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 1	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 R	Responses)										
1. Name and Address of Reporting Person <u>*</u> Wu Bernard J			2. Issuer Name and Ticker or Trading Symbol FALCONSTOR SOFTWARE INC [FALC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
INC., 2 HUN	(First) ONSTOR SOF NTINGTON GLE SUITE 2		3. Date of (Month/D 02/02/20	-	ansaction			Director X Officer (give below) V.P Bu		Owner er (specify ment	
				endment, Date Original nth/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	e I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any		3. Transactic Code (Instr. 8)		sposed	of	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/02/2009			D <u>(1)</u>	45,000 (1)	D	\$0	172,020	D		
Common Stock	03/09/2009			А	90,000	А	\$0	262,020	D (2)		

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	*		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.25	03/09/2009		А	160,000	(3)	03/09/2019	Common Stock	160,000

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Wu Bernard J C/O FALCONSTOR SOFTWARE, INC. 2 HUNTINGTON QUADRANGLE SUITE 2 MELVILLE, NY 11747	S01		V.P Business Development					
Signatures								
By: /s/ Seth Horowitz - Attorney-in-fact	03/10/2009							

**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) Consists of shares of restricted stock granted under the Company's 2006 Incentive Stock Plan, as amended. The shares were forfeited pursuant to the terms of their grant upon the determination that the Company did not meet certain performance goals during fiscal 2008.

Consists of shares of restricted stock granted under the Company's 2006 Incentive Stock Plan, as amended. The restrictions will lapse as(2) to 30,000 of the shares on March 9, 2010, an additional 30,000 of the shares on March 9, 2011, and the remaining 30,000 shares on March 9, 2012.

The options were granted under the Company's 2006 Incentive Stock Plan, as amended. 53,333 of the options will become exercisable on
(3) March 9, 2010, an additional 53,333 of the options will become exercisable on March 9, 2011, and the remaining 53,334 options will become exercisable on March 9, 2012.

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.