

DIXON DONALD R
Form 4
November 23, 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 *
DIXON DONALD R

2. Issuer Name and Ticker or Trading Symbol
EPICOR SOFTWARE CORP
[EPIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O EPICOR SOFTWARE CORPORATION, 18200 VON KARMAN AVE., SUITE 1000

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

IRVINE, CA 92612

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
COMMON STOCK	11/19/2004		S	5,000 D \$ 15.115	32,603 ⁽¹⁾	I	Through partnerships ⁽³⁾
COMMON STOCK	11/22/2004		S	15,000 D \$ 15.3246	17,603 ⁽²⁾	I	Through partnerships ⁽³⁾

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIXON DONALD R C/O EPICOR SOFTWARE CORPORATION 18200 VON KARMAN AVE., SUITE 1000 IRVINE, CA 92612	X			

Signatures

John D. Ireland, Attorney
in Fact 11/23/2004

__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) On November 19, 2004, Trident Capital Partners Fund-I, L.P., Trident Capital Partners Fund-I, C.V., Trident Capital Fund-V Affiliates Fund, L.P. and Trident Capital Fund-V Affiliates Fund (Q), L.P. sold 5,000 shares of common stock acquired pursuant to the conversion of Series C Convertible Preferred Stock and Series D Convertible Preferred Stock on November 12, 2004. The reporting person is a general partner or investment manager with voting and disposition power over the aforementioned funds and disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.
- (2) On November 22, 2004, Trident Capital Partners Fund-I, L.P., Trident Capital Partners Fund-I, C.V., Trident Capital Fund-V Affiliates Fund, L.P. and Trident Capital Fund-V Affiliates Fund (Q), L.P. sold 15,000 shares of common stock acquired pursuant to the conversion of Series C Convertible Preferred Stock and Series D Convertible Preferred Stock on November 12, 2004. The reporting person is a general partner or investment manager with voting and disposition power over the aforementioned funds and disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.
- (3) Mr. Dixon is president of Trident Capital Inc., which is the general partner of Trident Capital, L.P. which is the general partner of Trident Capital Partners Fund-I, L.P. and Trident Capital Partners Fund-I, C.V. Mr. Dixon is also a member of Trident Capital Management-V,

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L.L.C., which is the general partner of Trident Capital Fund-V, L.P., Trident Capital Fund-V Affiliates Fund, L.P., Trident Capital Fund-V Affiliates Fund (Q), L.P., Trident Capital Fund-V Principals Fund, L.P. and Trident Capital Parallel Fund-V, C.V. Mr. Dixon disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.

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.