

DIXON DONALD R
Form 4
September 13, 2005

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)
09/09/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 09/09/2005 | | S | 4,000 D \$ 13.3 | 42,102 ⁽¹⁾ | I | Through partnerships ⁽²⁾ |
| Common Stock | 09/12/2005 | | S | 6,000 D \$ 13.4293 | 36,102 ⁽³⁾ | I | Through partnerships ⁽²⁾ |
| Common Stock | 09/13/2005 | | S | 6,102 D \$ 13.3492 | 30,000 ⁽⁴⁾ | I | Through partnerships ⁽²⁾ |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

/s/ John D. Ireland,
Attorney-in-Fact

09/13/2005

__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 September 9, 2005, Trident Capital Fund-V Affiliates Fund, L.P. and Trident Capital Fund-V Affiliates Fund (Q), L.P. sold an aggregate of 4,000 shares of common stock acquired pursuant to the conversion of Series D Convertible Preferred Stock on August 3, 2005. 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 his pecuniary interest therein.

(2) The reporting person is a member of Trident Capital Management-V, 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. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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(3) On September 12, 2005, Trident Capital Fund-V Affiliates Fund, L.P. and Trident Capital Fund-V Affiliates Fund (Q), L.P. sold an aggregate of 6,000 shares of common stock acquired pursuant to the conversion of Series D Convertible Preferred Stock on August 3, 2005. 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 his pecuniary interest therein.

(4) On September 13, 2005, Trident Capital Fund-V Affiliates Fund, L.P. and Trident Capital Fund-V Affiliates Fund (Q), L.P. sold an aggregate of 6,102 shares of common stock acquired pursuant to the conversion of Series D Convertible Preferred Stock on August 3, 2005. 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 his 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.