

CITTADINI PETER I
Form 4
December 05, 2011

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 *
CITTADINI PETER I

2. Issuer Name and Ticker or Trading Symbol
ACTUATE CORP [ACTU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2207 BRIDGEPOINTE PARKWAY,
SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President and CEO

(Street)
SAN MATEO, CA 94404

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/01/2011 | | M | | 25,000 A \$ 1.49 | D | |
| Common Stock | 12/01/2011 | | S | | 25,000 D \$ 6.4212 | D | |
| | | | | | (1) | | |
| Common Stock | 12/02/2011 | | M | | 25,000 A \$ 1.49 | D | |
| Common Stock | 12/02/2011 | | S | | 25,000 D \$ 6.3335 | D | |
| | | | | | (2) | | |
| | 12/05/2011 | | M | | 25,000 A \$ 1.49 | D | |

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Common
Stock

Common Stock 12/05/2011 S 25,000 D 6.3718 1,446,467 ⁽⁴⁾ D (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy) | \$ 1.49 | 12/01/2011 | | M | 25,000 | 03/03/2004 ⁽⁵⁾ 03/03/2013 | Common Stock | 25,000 |
| Option (right to buy) | \$ 1.49 | 12/02/2011 | | M | 25,000 | 03/03/2004 ⁽⁶⁾ 03/03/2013 | Common Stock | 25,000 |
| Option (right to buy) | \$ 1.49 | 12/05/2011 | | M | 25,000 | 03/03/2004 ⁽⁷⁾ 03/03/2013 | Common Stock | 25,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CITTADINI PETER I
2207 BRIDGEPOINTE PARKWAY, SUITE 500
SAN MATEO, CA 94404

President and CEO

Signatures

/s/ Peter I.
Cittadini

12/05/2011

**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) Represents a weighted average price within the range of \$6.34 to \$6.56.
- (2) Represents a weighted average price within the range of \$6.26 to \$6.47.
- (3) Represents a weighted average price within the range of \$6.25 to \$6.44.
- (4) Includes 150,000 of the Issuer's common stock underlying RSUs awarded.
- (5) The underlying option became exercisable as to 1/4 of the option shares after one year from the vesting commencement date of March 3, 2003 and for the balance in a series of equal monthly installments over the following 36 months.
- (6) The underlying option became exercisable as to 1/4 of the option shares after one year from the vesting commencement date of March 3, 2003 and for the balance in a series of equal monthly installments over the following 36 months.
- (7) The underlying option became exercisable as to 1/4 of the option shares after one year from the vesting commencement date of March 3, 2003 and for the balance in a series of equal monthly installments over the following 36 months.

Remarks:

Sale pursuant to 10b51 plan of options expiring March 3, 2013.

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.