CENTRA SOFTWARE INC Form 4

March 19, 2003

9, 2003						
		OMB APPR	OMB APPROVAL			
		OMB Number: Expires: Ja Estimated average hours per respon	nuary 31, 2005 ge burden			
UNITED	STATES SECURITIES AND EX Washington, DC 20					
	FORM 4					
STAT	EMENT OF CHANGES IN BENEF	ICIAL OWNERSHIP				
Section 17(a) of Section	Section 16(a) of the Secu f the Public Utility Hold 30(h) of the Investment no longer subject to Secontinue. See Instruction	ing Company Act of Company Act of 1940 tion 16. Form 4 or	1935 or			
(Print of Type Response	es)					
1. Name and Address	of Reporting Person*					
Johnson	Stephen	Α.				
(Last)	(First)	(Middle)				
c/o (Centra Software, Inc. 430	Bedford Street				
	(Street)					
Lexington	MA	02420				
(City)	(State)	(Zip)				

2. Issuer Name and Ticker or Trading Symbol

Centra Software, Inc. ("CTRA")

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

March 17, 2003

- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	_ X Chie	fy below)						
7.	7. Individual or Joint/Group Filing (Check Applicable line) X Form Filed by One Reporting Person _ Form Filed by More than One Reporting Person Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
			Trans- action Date	Execution Date, if any		4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)	(A) or	
1. Title of Security (Instr. 3)					(Instr. 8) Code V	(A) or Amount (D)		

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	2. Conver- sion or Exer- cise Price	3.	3A. Deemed Execut-	4. Trans- action	5. Number of Derivative Securities Acquired (A) or Disposed		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security (Instr. 3)	ative Secur-	Trans- action Date (mm/dd/	Date if any (mm/dd/	Code (Instr. 8) Code V	4 and	5)			Title	Amount or Number of Shares
		yy) 3/17/03	уу)	A	(A) 60,00	(D) 	(1)	3/17/13	Title Common Stock	60,000
	======	=======								:======
Explanation	of Respo	nses:								
(1) Vests i	n equal	quarterly	installm	nents begi	inning A	pril 1,	2003.			
/s	/ Stephe	n A. John					March 19,	2003		
**Signature of Reporting Person							Date			

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

- * 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).

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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