

GAUDREAU DANIEL A
Form 4
November 22, 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 *
GAUDREAU DANIEL A

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

SAN MATEO, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Operations and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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 | (A) or (D) | Price |
| Common Stock | 11/22/2011 | | M | | 27,500 | A | \$ 3.89 |
| Common Stock | 11/22/2011 | | M | | 10,938 | A | \$ 3.56 |
| Common Stock | 11/22/2011 | | S | | 38,438 | D | \$ 5.7 |
| Common Stock | 11/22/2011 | | M | | 43,750 | A | \$ 4.8 |
| Common Stock | 11/22/2011 | | S | | 43,750 | D | \$ 5.7501 |
| | | | | | | | (1) |
| | | | | | | | (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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Option (right to buy) | \$ 3.89 | 11/22/2011 | | M | 27,500 | 02/09/2010 ⁽³⁾ 02/09/2019 | Common Stock | 27,500 |
| Option (right to buy) | \$ 3.56 | 11/22/2011 | | M | 10,938 | 02/01/2010 ⁽⁴⁾ 02/01/2019 | Common Stock | 10,938 |
| Option (right to buy) | \$ 4.8 | 11/22/2011 | | M | 43,750 | 01/26/2011 ⁽⁵⁾ 01/26/2020 | Common Stock | 43,750 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GAUDREAU DANIEL A
2207 BRIDGEPOINTE PARKWAY, SUITE 500
SAN MATEO, CA 94404

SVP, Operations and CFO

Signatures

\s\ Daniel A. Gaudreau 11/22/2011

**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).

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- (1) Represents a weighted average price within the range of \$5.75 and \$5.76.
- (2) Includes 100,000 of the Issuer's common stock underlying RSUs awarded.
- (3) The underlying option became exercisable as to 1/4 of the total option shares granted one year from the vesting commencement date of February 9, 2009 and for the balance in a series of equal monthly installments over the following months.
- (4) The underlying option became exercisable as to 1/4 of the total option shares granted one year from the vesting commencement date of February 1, 2009 and for the balance in a series of equal monthly installments over the following months.
- (5) The underlying option became exercisable as to 1/4 of the total option shares granted one year from the vesting commencement date of January 26, 2010 and for the balance in a series of equal monthly installments over the following months.

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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