

SUPPORTSOFT INC
Form 4
April 07, 2006

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 *
PICKUS JOSHUA

(Last) (First) (Middle)
575 BROADWAY
(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUPPORTSOFT INC [SPRT]

3. Date of Earliest Transaction
(Month/Day/Year)
04/06/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. 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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				Code	V			
Non-Qualified Stock Option	\$ 4.2	04/06/2006	A	1,300,000		05/06/2006 ⁽¹⁾	04/06/2013	Common Stock
Non-Qualified Stock Option	\$ 4.2	04/06/2006	A	200,000		05/06/2006 ⁽³⁾	04/06/2013	Common Stock
Non-Qualified Stock Options	\$ 4.2	04/06/2006	A	200,000		05/06/2006 ⁽⁴⁾	04/06/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICKUS JOSHUA 575 BROADWAY REDWOOD CITY, CA 94063			Chief Executive Officer	

Signatures

/s/Erika Varga McEnroe, Atty.
in Fact

04/07/2006

__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) 1/48th of the shares subject to the grant vests monthly from the date of grant up to April 6, 2010. Grant date and vesting commencement date is April 6, 2006.
- (2) Column 8 is not a required reportable field if footnote is included.
1/48th of the shares subject to the grant vests monthly from the date of grant up to April 6, 2010. Notwithstanding this schedule, the shares will only become exercisable, to the extent vested, following the date as of which the fair market value of the Company's Common Stock has first equaled or exceeded \$6.00/share for 20 consecutive trading days. Grant date and vesting commencement date is April 6, 2006.
- (3) 1/48th of the shares subject to the grant vests monthly from the date of grant up to April 6, 2010. Notwithstanding this schedule, the shares will only become exercisable, to the extent vested, following the date as of which the fair market value of the Company's Common Stock has first equaled or exceeded \$9.00/share for 20 consecutive trading days. Grant date and vesting commencement date is April 6, 2006.
- (4) 1/48th of the shares subject to the grant vests monthly from the date of grant up to April 6, 2010. Notwithstanding this schedule, the shares will only become exercisable, to the extent vested, following the date as of which the fair market value of the Company's Common Stock has first equaled or exceeded \$9.00/share for 20 consecutive trading days. Grant date and vesting commencement date is April 6, 2006.

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.