

BERGERON SANDRA K

Form 4

August 30, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERGERON SANDRA K

(Last) (First) (Middle)

C/O ARCSIGHT, INC., 5 RESULTS
WAY

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ArcSight Inc [ARST]

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2010

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/26/2010		M ⁽¹⁾		97,773	A	\$ 6.08	97,773	D
Common Stock	08/26/2010		M ⁽¹⁾		9,375	A	\$ 9	107,148	D
Common Stock	08/26/2010		M ⁽¹⁾		10,375	A	\$ 8.3	117,523	D
Common Stock	08/26/2010		M ⁽¹⁾		9,510	A	\$ 22.67	127,033	D
Common Stock	08/26/2010		S ⁽¹⁾		68,523	D	\$ 29.5	58,510	D

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Common Stock	08/26/2010	S ⁽¹⁾	49,000	D	\$ (2)	32.1913	9,510	D
Common Stock	08/26/2010	S ⁽¹⁾	9,510	D	\$	35	0	D

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 (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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.08	08/26/2010		M ⁽¹⁾	97,773	⁽³⁾ 06/18/2016	Common Stock	97,773
Stock Option (Right to Buy)	\$ 9	08/26/2010		M ⁽¹⁾	9,375	⁽⁴⁾ 02/13/2018	Common Stock	9,375
Stock Option (Right to Buy)	\$ 8.3	08/26/2010		M ⁽¹⁾	10,375	⁽³⁾ 09/24/2018	Common Stock	10,375
Stock Option (Right to Buy)	\$ 22.67	08/26/2010		M ⁽¹⁾	9,510	⁽⁵⁾ 09/23/2019	Common Stock	9,510

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BERGERON SANDRA K
C/O ARCSIGHT, INC.
5 RESULTS WAY
CUPERTINO, CA 95014

X

Signatures

/s/ Tram T. Phi as attorney-in-fact for Sandra
Bergeron

08/30/2010

__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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person.

Represents a weighted average sales price per share. The prices actually received ranged from \$32.00 to \$33.00. The reporting person has

(2) provided to the issuer, and will provide to the SEC staff or any security holder of the issuer, information regarding the number of shares sold at each price within the range.

(3) The option is 100% vested and exercisable.

(4) The option vested and became exercisable as to 1/36th of the shares on March 14, 2008 and vests and becomes exercisable as to 1/36th of the shares at the end of each full month thereafter; provided that such vesting is subject to acceleration upon a corporate transaction.

(5) The option vested and became exercisable as to 1/12th of the shares on October 24, 2009 and vests and becomes exercisable as to 1/12 of the shares at the end of each full month thereafter; provided that such vesting is subject to acceleration upon a corporate transaction.

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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