

CENTRA SOFTWARE INC

Form 3

October 29, 2004

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Deise Martin Van

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/21/2004

3. Issuer Name **and** Ticker or Trading Symbol
CENTRA SOFTWARE INC [CTRA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)CENTRA SOFTWARE
INC,Â 430 BEDFORD STREET

(Street)

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (specify below)

SVP, PROFESSIONAL
SERVICES

6. Individual or Joint/Group
 Filing(Check Applicable Line)
☒ Form filed by One Reporting
 Person
 ____ Form filed by More than One
 Reporting Person

LEXINGTON,Â MAÂ 02420

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
 Form:
 Direct (D)
 or Indirect
 (I)
 (Instr. 5)

4. Nature of Indirect Beneficial
 Ownership
 (Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
 Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
 Number of
 Shares

4. Conversion
 or Exercise
 Price of
 Derivative
 Security

5. Ownership
 Form of
 Derivative
 Security:
 Direct (D)
 or Indirect
 (I)

6. Nature of Indirect
 Beneficial
 Ownership
 (Instr. 5)

(Instr. 5)

EMPLOYEE STOCK OPTION (RIGHT TO BUY)	Â (1)	10/07/2014	COMMON STOCK	200,000	\$ 1.48	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deise Martin Van CENTRA SOFTWARE INC 430 BEDFORD STREET LEXINGTON, MA 02420	Â	Â	Â SVP, PROFESSIONAL SERVICES	Â

Signatures

MARTIN V DEISE BY STEPHEN A JOHNSON AS ATTORNEY IN FACT	10/29/2004
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__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) OPTIONS VEST AS FOLLOWS: 50,000 SHARES VEST ON OCTOBER 01, 2005, AND 6.25% SHALL VEST IN EQUAL QUARTERLY INSTALLMENTS THEREAFTER BEGINNING ON JANUARY 01, 2006 AND ENDING ON OCTOBER 01, 2008.

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.