

PIVOTAL CORP  
Form SC 13G  
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 2)\***

Pivotal Corporation

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(Name of Issuer)

Common Shares

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(Title of Class of Securities)

72581R 10 6

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(CUSIP Number)

December 31, 2001

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Name Of Reporting Persons  
I.R.S. Identification Nos. Of Above Persons (entities only)  
**Norman B. Francis**

2 Check The Appropriate Box If A Member Of A  
Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship Or Place Of Organization  
**Canadian**

Number of  
5 Sole Voting Power  
**1,339,182**

Shares  
Beneficially  
6 Shared Voting Power  
**697,143**

Owned By  
Each  
7 Sole Dispositive Power  
**1,339,182**

Reporting  
Person With  
8 Shared Dispositive Power  
**697,143**

9 Aggregate Amount Beneficially Owned By Each Reporting Person

2,036,325

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10 Check If The Aggregate Amount In Row (9) Excludes Certain Shares  
(See Instructions)

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11 Percent Of Class Represented By Amount In Row 9  
8.44%

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12 Type Of Reporting Person (See Instructions)  
IN

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**Item 1 (a). Name of Issuer:**  
Pivotal Corporation

**Item 1 (b). Address of Issuer's Principal Executive Offices:**  
300 224 West Esplanade, North Vancouver, British Columbia, Canada V7M 3M6

**Item 2 (a). Name of Person Filing:**  
Norman B. Francis

**Item 2 (b). Address of Principal Business Office or, if None, Residence:**  
300 224 West Esplanade, North Vancouver, British Columbia, Canada V7M 3M6

**Item 2 (c). Citizenship:**  
Canadian

**Item 2 (d). Title of Class of Securities:**  
Common Shares

**Item 2 (e). CUSIP Number:**  
72581R 10 6

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**  
Not applicable

**Item 4. Ownership.**

(a)

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Amount beneficially owned:  
2,036,325 common shares

(b) Percent of class:  
8.44%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote  
1,339,182 common shares, which includes  
400,800 common shares held of record by The Francis Family Trust, a family trust for the benefit of Mr. Francis and his three children; and  
69,725 common shares issuable pursuant to stock options under the Issuer's Incentive Stock Option Plan that are exercisable within 60 days of December 31, 2001.
- (ii) Shared power to vote or to direct the vote  
697,143 common shares, held of record by Boardwalk Ventures Inc., a holding company owned 50% by Mr. Francis and 50% by his spouse.

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- (iii) Sole power to dispose or to direct the disposition of  
1,339,182 common shares, which includes  
400,800 common shares held of record by The Francis Family Trust, a family trust for the benefit of Mr. Francis and his three children; and  
69,725 common shares issuable pursuant to stock options under the Issuer's Incentive Stock Option Plan that are exercisable within 60 days of December 31, 2001.
- (iv) Shared power to dispose or to direct the disposition of  
697,143 common shares, held of record by Boardwalk Ventures Inc., a holding company owned 50% by Mr. Francis and 50% by his spouse.

**Item 5. Ownership of Five Percent or Less of a Class.**  
Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

**Item 5. Ownership of Five Percent or Less of a Class.**  
Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**  
Not applicable

**Item 8. Identification and Classification of Members of the Group.**  
Not applicable

**Item 9. Notice of Dissolution of Group.**  
Not applicable

**Item 10. Certifications.**  
Not applicable

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Norman B. Francis

By: Norman B. Francis

Date: February 14, 2002