

ALTIRIS INC
Form 4
February 28, 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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

2. Issuer Name and Ticker or Trading Symbol
ALTIRIS INC [ATRS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

PALO ALTO, CA 94301

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

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)
Common Stock	02/24/2006		J ⁽⁸⁾	4,166 D	4,166 ⁽¹⁾	D	
Common Stock	02/24/2006		J ⁽⁸⁾	4,166 A	4,166 ⁽⁸⁾	I	TCMI, Inc. ⁽⁷⁾
Common Stock					3,820	I	The Hoag Family Trust U/A Dtd 8/2/94 ⁽²⁾
Common Stock					4,404,586	I	TCV IV, L.P. ⁽³⁾

Common Stock	164,241	I	TCV IV Strategic Partners, L.P. ⁽⁴⁾
Common Stock	9,989	I	Technology Crossover Management IV, L.L.C. ⁽⁵⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301			X	
TECHNOLOGY CROSSOVER MANAGEMENT IV LLC C/O TECHNOLOGY CROSSOVER VENTURES			X	

528 RAMONA STREET
PALO ALTO, CA 94301

TCV IV LP
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

TCV IV STRATEGIC PARTNERS LP
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

GP of fund owns <10%

Signatures

Carla S. Newell, authorized signatory for Jay C. Hoag	02/28/2006
**Signature of Reporting Person	Date
Carla S. Newell, authorized signatory for Richard H. Kimball	02/28/2006
**Signature of Reporting Person	Date
Carla S. Newell, authorized signatory for Technology Crossover Management IV, L.L.C.	02/28/2006
**Signature of Reporting Person	Date
Carla S. Newell, authorized signatory for TCV IV, L.P.	02/28/2006
**Signature of Reporting Person	Date
Carla S. Newell, authorized signatory for TCV IV Strategic Partners, L.P.	02/28/2006
**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) Shares were issued under the Issuer's 2002 Stock Plan and subject to vesting. These are held directly by Jay C. Hoag ("Hoag").
- (2) Hoag and his wife are the sole trustees of The Hoag Family Trust U/A Dtd 8/2/94 .
Hoag and Richard H. Kimball ("Kimball") are managing members of Technology Crossover Management IV, L.L.C. ("TCM IV") which is the general partner of TCV IV, L.P. These shares are directly held by TCV IV, L.P. and indirectly held by Hoag, Kimball and TCM IV.
- (3) Hoag, Kimball and TCM IV may be deemed to own the shares held by TCV IV, L.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
Hoag and Kimball are managing members of TCM IV which is the general partner of TCV IV Strategic Partners, L.P. These shares are directly held by TCV IV Strategic Partners, L.P. and indirectly held by Hoag, Kimball and TCM IV. Hoag, Kimball and TCM IV may be deemed to own the shares held by TCV IV Strategic Partners, L.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (4) Hoag and Kimball are managing members of TCM IV. These shares are directly held by TCM IV and indirectly held by Hoag and Kimball. Hoag and Kimball may be deemed to own the shares held by TCM IV but Hoag and Kimball disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (5) Not applicable.
- (6) Hoag and Kimball are the sole shareholders and directors of TCMI, Inc. These shares are directly held by TCMI, Inc. and indirectly held by Hoag and Kimball. Hoag and Kimball disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (7) Hoag transferred 4,166 shares to TCMI, Inc. on 2/24/06 which were issued under the Issuer's 2002 Stock Plan.
- (8)

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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