

STONE WILLIAM C
Form 4
November 23, 2005

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 *
STONE WILLIAM C

2. Issuer Name and Ticker or Trading Symbol
SS&C TECHNOLOGIES INC
[SSNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2005

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

C/O SS&C TECHNOLOGIES, INC., 80 LAMBERTON ROAD

(Street)

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

WINDSOR, CT 06095

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
common stock	11/22/2005		G		14,000	D	\$ 0
common stock	11/23/2005		D		3,921,958	D	1,936,062
common stock	11/23/2005		D		1,936,062	D	\$ 37.25

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
option to buy	\$ 3.667	11/23/2005		D	150,000	02/17/2004 ⁽³⁾	02/17/2010	common stock	150,000
option to buy	\$ 3.3	11/23/2005		D	150,000	11/23/2005 ⁽⁴⁾	05/31/2011	common stock	150,000
option to buy	\$ 7.993	11/23/2005		D	300,000	11/23/2005 ⁽⁴⁾	04/08/2013	common stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE WILLIAM C C/O SS&C TECHNOLOGIES, INC. 80 LAMBERTON ROAD WINDSOR, CT 06095	X	X	Chairman & CEO	

Signatures

Stephen V. R. Whitman attorney in fact for William C. Stone 11/23/2005

__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) These shares are being contributed to Sunshine Acquisition Corporation in exchange for the issuance by Sunshine Acquisition Corporation to Mr. Stone of approximately 28% of the outstanding equity of Sunshine Acquisition Corporation.

(2) In connection with the merger of Sunshine Merger Corporation with and into the Issuer, these options of Issuer were converted into options to purchase equity in Sunshine Acquisition Corporation based on a formula designed to have the new options equal the intrinsic value of the converted options at the time of conversion.

(3) Twenty five percent (25%) of the options became exercisable on the first anniversary of the date of grant and one thirty-sixth (1/36) of the remainder monthly thereafter.

(4)

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Twenty five percent (25%) of the options became exercisable on the first anniversary of the date of grant and one thirty-sixth (1/36) became exercisable monthly thereafter until November 23, 2005 when all unvested options became fully vested and exercisable immediately before the effective time of the merger of Sunshine Merger Corporation with and into the Issuer.

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.