

KLAUS L GEORGE
Form 4
May 18, 2011

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 *
KLAUS L GEORGE

2. Issuer Name and Ticker or Trading Symbol
EPICOR SOFTWARE CORP
[EPIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
18200 VON KARMAN AVENUE,
SUITE 1000

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2011

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

IRVINE, CA 92612

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

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/16/2011		S ⁽¹⁾		3,365,788	D	\$ 12.5	66,667	D	
Common Stock	05/16/2011		D ⁽²⁾		66,667	D	\$ 0	0	D	
Common Stock	05/16/2011		U		313,969	D	\$ 12.5	20,000	I	By spouse.
Common Stock	05/16/2011		D ⁽²⁾		20,000	D	\$ 0	0	I	By spouse.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option	\$ 1.15	05/16/2011		D	272,000	08/20/2003 08/20/2011		Common Stock	272,000
Employee Stock Option	\$ 8.12	05/16/2011		D	100,000	05/02/2008 05/02/2018		Common Stock	100,000
Employee Stock Option	\$ 15.21	05/16/2011		D	35,000	10/26/2008 10/26/2014		Common Stock	35,000
Employee Stock Option	\$ 12.74	05/16/2011		D	7,812	01/02/2008 01/02/2014		Common Stock	7,812
Employee Stock Option	\$ 10.39	05/16/2011		D	5,000	07/19/2006 07/19/2014		Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KLAUS L GEORGE
18200 VON KARMAN AVENUE, SUITE 1000
IRVINE, CA 92612

X

Chairman, President & CEO

Signatures

/s/John D. Ireland, Attorney
in Fact

05/18/2011

**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) Private sale to Element Merger Sub., Inc. ("Element") for \$12.50 per share pursuant to the terms of a Non-Tender and Support Agreement between the reporting person and Element and in connection with the merger agreement between issuer, Element and Eagle Parent, Inc.
- (2) In an exempt disposition to the issuer under rule 16b-3(e), the issuer exercised its right of repurchase on the restricted shares indicated herein.
- (3) This option, which was fully vested at the time of disposition, was cancelled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$12.50 per share merger price.
- (4) This option, which was fully vested at the time of disposition, was cancelled in the merger.

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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