Wu Bernard J Form 4 February 22, 2008

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005 Estimated average

10% Owner

Beneficial

Ownership

(Instr. 4)

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Wu Bernard J

(First)

(Street)

2. Issuer Name and Ticker or Trading

Issuer

Symbol

**FALCONSTOR SOFTWARE INC** 

(Check all applicable)

V.P. - Business Development

5. Relationship of Reporting Person(s) to

[FALC]

(Last)

Stock

(Middle)

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

X\_ Officer (give title Other (specify

below)

Director

C/O FALCONSTOR SOFTWARE. 02/20/2008

**INC., 2 HUNTINGTON QUADRANGLE SUITE 2S01** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person

MELVILLE, NY 11747

(City) (State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Form filed by More than One Reporting

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported (A) Transaction(s) (D)

Code V Amount

(Instr. 3 and 4) Price

Common 02/20/2008 Α

45,000 \$0 217,020 (1)

D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form 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)

#### Edgar Filing: Wu Bernard J - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			ate	7. Title and Amount of Underlying Securities	nt of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wu Bernard J C/O FALCONSTOR SOFTWARE, INC. 2 HUNTINGTON QUADRANGLE SUITE 2S01 MELVILLE, NY 11747

V.P. - Business Development

## **Signatures**

By: /s/ Seth Horowitz - Attorney-in-fact

02/22/2008

\*\*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).

Shares of Restricted Stock granted under the Company's 2006 Incentive Stock Plan, as amended and restated. Assuming that the

(1) Company meets certain performance goals during fiscal 2008, the restrictions shall lapse as to 1/3 of the shares on each of February 20, 2009, February 20, 2010, and February 20, 2011.

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.

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