

BARTOW WILLIAM C
 Form 4
 November 24, 2004

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 *
BARTOW WILLIAM C

2. Issuer Name and Ticker or Trading Symbol
NETEGRITY INC [NETE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2004

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

Vice President Engineering

C/O NETEGRITY, INC., 201 JONES 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

WALTHAM, MA 02451

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee stock option (right to buy)	\$ 3.62	11/24/2004	D	27,000		03/25/2003 ⁽¹⁾	03/25/2013	Common Stock	27,000
Employee stock option (right to buy)	\$ 3.62	11/24/2004	D	7,500		03/25/2003 ⁽²⁾	03/25/2010	Common Stock	7,500
Employee stock option (right to buy)	\$ 3.62	11/24/2004	D	10,500		03/25/2003 ⁽³⁾	03/25/2010	Common Stock	10,500
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D	12,679		04/25/2003 ⁽⁴⁾	04/25/2013	Common Stock	12,679
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D	14,321		04/25/2003 ⁽⁵⁾	04/25/2013	Common Stock	14,321
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D	2,500		04/25/2003 ⁽⁶⁾	04/25/2010	Common Stock	2,500
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D	5,000		04/25/2003 ⁽⁷⁾	04/25/2010	Common Stock	5,000
Employee stock option (right to buy)	\$ 4.55	11/24/2004	D	10,500		04/25/2003 ⁽⁸⁾	04/25/2010	Common Stock	10,500

buy)

Employee
stock

option	\$ 10.35	11/24/2004		D	40,625	03/09/2004 ⁽⁹⁾	12/10/2013	Common Stock	40,6
(right to buy)									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTOW WILLIAM C C/O NETEGRITY, INC. 201 JONES ROAD WALTHAM, MA 02451			Vice President Engineering	

Signatures

William C.
Bartow

11/24/2004

__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) This option granted 03/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 9,647 shares of Computer Associates common stock for \$10.13 per share.

(2) This option granted 03/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 2,679 shares of Computer Associates common stock for \$10.13 per share.

(3) This option granted 03/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 3,751 shares of Computer Associates common stock for \$10.13 per share.

(4) This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 4,530 shares of Computer Associates common stock for \$12.73 per share.

(5) This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 5,116 shares of Computer Associates common stock for \$12.73 per share.

(6) This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 893 shares of Computer Associates common stock for \$12.73 per share.

(7) This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 1,786 shares of Computer Associates common stock for \$12.73 per share.

(8) This option granted 04/25/2003, which provided for a 40% vesting immediately on the grant date with the remainder to vest quarterly over a 3-year period, was assumed by Computer Associates in the merger and replaced with an option to purchase 3,751 shares of Computer Associates common stock for \$12.73 per share.

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- This option granted 12/09/2003, which provided for a vesting of 6.25% quarterly beginning three (3) months after the grant date, was
- (9) assumed by Computer Associates in the merger and replaced with an option to purchase 14,515 shares of Computer Associates common stock for \$28.97 per share.

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.