

SKILLSOFT PUBLIC LIMITED CO  
 Form 4  
 July 10, 2007

**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 \*  
**PRONDZYNSKI FERDINAND VON**

(Last) (First) (Middle)

**DUBLIN CITY UNIVERSITY**

(Street)

**DUBLIN, L2 9**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SKILLSOFT PUBLIC LIMITED CO [SKIL]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/06/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount (A) or (D) Price		
American Depository Shares <sup>(1)</sup>	07/06/2007		M		10,000 A \$ 2.75	10,010	D
American Depository Shares <sup>(1)</sup>	07/06/2007		S		10,000 D \$ 9.05	10	D

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

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SEC 1474 (9-02)

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**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. Amount or Number of Shares
Option to Purchase Ordinary Shares <sup>(2)</sup>	\$ 2.75	07/06/2007		M	10,000	<sup>(3)</sup> 01/01/2013	Ordinary Shares <sup>(2)</sup>	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRONDZYNSKI FERDINAND VON DUBLIN CITY UNIVERSITY DUBLIN, L2 9		X		

## Signatures

Tom McDonald (for Ferdinand Von Prondzynski) 07/10/2007

\*\*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) American Depositary Shares (ADSs) evidenced by American Depositary Receipts, each of which represents one Ordinary Share, nominal value of 0.11 (Euro) per Ordinary Share of SkillsSoft Public Limited Company.
- (2) Each issued and outstanding Ordinary Share of the issuer, or option to purchase an Ordinary Share of the issuer, is represented by one (1) ADS.
- (3) 25% of the shares vested on 01/01/2004 and an additional 25% annually from first anniversary date.
- (4) Not applicable; the transaction being reported is an exercise of an option to purchase Ordinary Shares of 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.