

ZANDER EDWARD J

Form 4

November 12, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZANDER EDWARD J

(Last) (First) (Middle)

C/O NETEZZA
CORPORATION, 26 FOREST
STREET

(Street)

MARLBOROUGH, MA 01752

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NETEZZA CORP [NZ]

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2010

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 Ownership (Instr. 4)
Common Stock	11/10/2010		D	118,454	D		
Common Stock	11/10/2010		D	11,000	D	I ⁽¹⁾	By Trust ⁽¹⁾

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonstatutory Stock Option (right to buy)	\$ 0.78	11/10/2010		D	80,000	(2) 08/10/2014	Common Stock 80,000
Nonstatutory Stock Option (right to buy)	\$ 6.7	11/10/2010		D	50,000	(3) 02/14/2017	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZANDER EDWARD J C/O NETEZZA CORPORATION 26 FOREST STREET MARLBOROUGH, MA 01752	X

Signatures

/s/ Corey C. DuFresne (as attorney-in-fact for Edward J. Zander) 11/12/2010

__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) Shares held by Edward and Mona Zander as joint trustees of the Edward & Mona Zander Living Trust u/a dtd 04/19/93.

This option was granted on August 10, 2004 and was fully vested on November 10, 2010. Pursuant to the terms of a merger agreement between the Issuer and International Business Machines Corporation, this option was cancelled in exchange for a cash payment of \$2,097,600.00, representing the aggregate difference between the exercise price of the option and the merger consideration of \$27.00 per share of common stock with respect to all remaining unexercised shares subject to the option.

(3) This option was granted on February 14, 2007 and, following acceleration of vesting in connection with the merger, was fully vested on November 10, 2010. Pursuant to the terms of the merger agreement this option was cancelled in full in exchange for a cash payment of \$1,015,000.00, representing the aggregate difference between the exercise price of the option and the merger consideration of \$27.00 per share of common stock with respect to all remaining unexercised shares subject to the option.

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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