## Edgar Filing: CONWAY KELLY D - Form 4

CONWAY K Form 4	ELLY D										
January 04, 2	2005										
FORM	<b>4</b> UNITE	ED STATES					NGE (	COMMISSION		PPROVAL 3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er <b>STAT</b> 6. <sup>r</sup> Filed <sup>18</sup> Section	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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								January 31 2005 Estimated average burden hours per response 0.5	
(Print or Type R	Responses)										
CONWAY KELLY D Syn			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol ELOYALTY CORP [ELOY]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/Da 150 FIELD DRIVE, SUITE 250 (Street) 4. If Amer			3. Date of Earliest Transaction (Month/Day/Year) 01/03/2005					X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO			
			mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
LAKE FOR	EST, IL 6004	5						Form filed by I Person	More than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ties Acc	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3, Amount	4 and (A) or	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/03/2005			F	256 <u>(1)</u>	D	\$ 5.88	466,905	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CONWAY KELLY D 150 FIELD DRIVE SUITE 250 LAKE FOREST, IL 60045	Х		President & CEO					
Signatures								
Robert S. Wert, Attorney-in-fact	01	/04/2005						
<u>**</u> 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) Disposition of shares to the issuer in the form of share withholding upon vesting of restricted stock, to satisfy tax withholding obligations. The disposition was approved in advance in the manner provided in Rule 16b-3(e) under the Securities Exchange Act of 1934.

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.