

KLAUS L GEORGE

Form 4

February 14, 2011

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 *
KLAUS L GEORGE

2. Issuer Name **and** Ticker or Trading
Symbol
EPICOR SOFTWARE CORP
[EPIC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O EPICOR SOFTWARE
CORPORATION, 18200 VON
KARMAN AVENUE, SUITE 1000

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2011

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO/President

(Street)
IRVINE, CA 92612

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

(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 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)
Common Stock	02/10/2011		A	150,000	A <u>(1)</u> 3,639,589 <u>(2)</u>	D	
Common Stock	02/11/2011		D ⁽³⁾	95,838	D \$ 0 3,543,751 <u>(2)</u>	D	
Common Stock	02/11/2011		F ⁽⁴⁾	93,793	D \$ 11.19 3,449,958 <u>(2)</u>	D	
Common Stock	02/11/2011		D ⁽³⁾	31,816	D \$ 0 358,889 <u>(2)</u>	I	By spouse.
	02/11/2011		F ⁽⁵⁾	23,694	D 335,195 <u>(2)</u>	I	

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Common Stock \$ 11.19 By spouse.

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				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
KLAUS L GEORGE C/O EPICOR SOFTWARE CORPORATION 18200 VON KARMAN AVENUE, SUITE 1000 IRVINE, CA 92612	X CEO/President

Signatures

/s/John D. Ireland, Attorney
in Fact 02/14/2011

__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) Grant to recipient in a transaction exempt under rule 16b-3(e). The shares are subject to a lapsing right of forfeiture in favor of the Company. Reporting person is deemed to have paid par value, \$0.001 per share for each share of restricted stock for service rendered.
- (2) Includes restricted shares subject to lapsing right of forfeiture.

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- (3) In an exempt disposition to the issuer under rule 16b-3(e), the issuer exercised its right of repurchase on the restricted shares indicated herein.

- (4) In an exempt disposition to the issuer under rule 16b-3(e) and pursuant to a long standing election by recipient, the recipient remitted shares to the issuer in connection with the satisfaction of withholding tax obligation arising out of the lifting of the restrictions on previously reported restricted stock grant.

- (5) In an exempt disposition to the issuer under rule 16b-3(e) and pursuant to a long standing election by recipient, the recipient, who is the spouse of the reporting person, remitted shares to the issuer in connection with the satisfaction of withholding tax obligation arising out of the lifting of the restrictions on previously reported restricted stock grant. Reporting person disclaims beneficial ownership of spouse's shares.

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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