Saxton-Getty Troy Form 4 March 01, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Saxton-Getty Troy

2. Issuer Name and Ticker or Trading

Symbol

ST. BERNARD SOFTWARE, INC.

[SBSW]

3. Date of Earliest Transaction

(Last) (First) (Middle)

(State)

(Month/Day/Year)

15015 AVENUE OF SCIENCE 01/11/2007

(Zip)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, GM, On-Demand Services

10% Owner

Other (specify

Person

Issuer

below)

SAN DIEGO, CA 92128

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Transaction(s)

Director

X_ Officer (give title

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Ownership (I) (Instr. 4) (Instr. 4)

Code V Amount (D) Price

(A)

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

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(Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative Securities Code Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Am Underlying Sec (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|--|------------------------------------|------------|------------------|--------------|---|---------|---------------------|--------------------|-----------------|-------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | A N S |
| Employee Stock Option (Right to Buy) | \$ 2.3 | 01/11/2007 | | D <u>(1)</u> | | 150,000 | <u>(1)</u> | 11/15/2016 | Common Stock |] |
| Employee Stock Option (Right to Buy) | \$ 1.95 | 01/11/2007 | | A(1) | 150,000 | | <u>(1)</u> | 11/15/2016 | Common Stock |] |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Saxton-Getty Troy 15015 AVENUE OF SCIENCE SAN DIEGO, CA 92128

VP, GM, On-Demand Services

Signatures

/s/ W. Bradford Weller, attorney-in-fact 02/28/2007

**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) The two reported transactions involve an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 16, 2006 and provides that one-third of the shares subject to the stock option vest and become exercisable on November 16, 2007 with the remaining shares vesting in equal monthly installments over the following 2 years.

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.

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