

Owyang Kenneth
Form 3
January 10, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Last) | (First) | (Middle) | | | | |
| Â Owyang Kenneth | | | 01/06/2006 | SUPPORTSOFT INC [SPRT] | | |
| 575 BROADWAY,Â SUPPORTSOFT, INC. | | | (Check all applicable) | | | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) InterimChief Financial Officer | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| REDWOOD CITY,Â CAÂ 94063 | | | | | | |
| (City) | (State) | (Zip) | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 803 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|--|--------------------------------------|----------------------------|----------|---------------------------------------|
| Stock Option (Right to Buy) <u>(1)</u> | 04/05/2005 ⁽²⁾ 12/02/2014 | 19,305 | \$ 5.18 | D |
| Stock Option (Right to Buy) <u>(1)</u> | 04/05/2005 ⁽²⁾ 12/02/2014 | 145,695 | \$ 5.18 | D |
| Stock Option (Right to Buy) | 02/06/2006 ⁽³⁾ 12/28/2012 | 50,000 | \$ 4.19 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Owyang Kenneth 575 BROADWAY SUPPORTSOFT, INC. REDWOOD CITY, CA 94063 | | | Interim Chief Financial Officer | |

Signatures

Kenneth Owyang
 Date: 01/10/2006
 **Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 option was granted on Dec. 2, 2004 for a total of 165,000 shares. The option was allocated as an Incentive Stock Option up to the maximum \$100,000 amount allowable to vest per calendar year. The balance exceeding this ISO limit amount has been allocated as a non-statutory stock option.
 - (2) The company elected to accelerate vesting for outstanding unvested options priced equal to or greater than \$5.00 per share effective December 21, 2005. The acceleration was accompanied by restrictions imposed on any shares purchased through the exercise of accelerated options. Those restrictions prevent the sale of any such shares prior to the date such shares would have originally vested had Mr. Owyang been employed on such date (whether or not Mr. Owyang is actually an employee at that time).
 - (3) The shares vest ratably on a monthly basis over a 12 month period with a vesting commencement date of January 6, 2006.

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.