

MOTIVE INC
Form 4
October 07, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIKORA DAVID

(Last) (First) (Middle)

**12515 RESEARCH
BLVD., BUILDING 5**

(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOTIVE INC [MOTV]

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2008

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/06/2008		U	27,600 D	\$ 2.23 0	D	
Common Stock	10/06/2008		U	91,006 D	\$ 2.23 0	I	by EMODL Partnership Ltd. ⁽¹⁾
Common Stock	10/06/2008		U	3,936 D	\$ 2.23 0	I	by Elizabeth A. Sikora 1998 Trust ⁽²⁾
Common Stock	10/06/2008		U	3,936 D	\$ 2.23 0	I	by Madeline B. Sikora

							1998 Trust (3)	
Common Stock	10/06/2008		U	3,936	D	\$ 2.23 0	I	by Olivia P. Sikora 1998 Trust (4)
Common Stock	10/06/2008		U	2,000	D	\$ 2.23 0	I	by David Messina Trust (5)

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

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(9-02)

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)	Amount or Number of Shares
Stock Option - Right to Buy	\$ 1.65	10/06/2008		H(6)	24,242	10/06/2008 02/04/2013	Common Stock	24,242
Stock Option - Right to Buy	\$ 1.8	10/06/2008		H(7)	44,444	10/06/2008 11/29/2012	Common Stock	44,444

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIKORA DAVID 12515 RESEARCH BLVD. BUILDING 5 AUSTIN, TX 78759	X			

Signatures

/s/ Jack Greenberg, Attorney
in Fact

10/07/2008

__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) Mr. Sikora is the general partner of the EMODL Partnership, Ltd.
- (2) Mr. Sikora is the trustee of the Elizabeth A. Sikora 1998 Trust.
- (3) Mr. Sikora is the trustee of the Madeline B. Sikora 1998 Trust.
- (4) Mr. Sikora is the trustee of the Olivia P. Sikora 1998 Trust.
- (5) Mr. Sikora is the trustee of the David Messina Sikora 1998 Trust.

Pursuant to the Agreement and Plan of Merger, dated as of June 16, 2008, as amended, by and among Motive, Inc., Magic Acquisition
(6) Subsidiary Inc. and Lucent Technologies Inc., all outstanding options to purchase common stock were cancelled immediately prior to the acceptance of the offer by Magic Acquisition Subsidiary Inc. and converted to the right to receive a lump sum payment.

Pursuant to the Agreement and Plan of Merger, dated as of June 16, 2008, as amended, by and among Motive, Inc., Magic Acquisition
(7) Subsidiary Inc. and Lucent Technologies Inc., all outstanding options to purchase common stock were cancelled immediately prior to the acceptance of the offer by Magic Acquisition Subsidiary Inc. and converted to the right to receive a lump sum payment.

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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