

GILER ERIC R  
Form 4  
February 28, 2003

**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**

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. Name and Address of Reporting Person*        |  |  | 2. Issuer Name and Ticker or Trading Symbol   |  |  |  | 6. Relationship of Reporting Person to Issuer (Check all that apply) |   |  |
| <b>Giler, Eric R.</b>                           |  |  | <b>Netegrity, Inc. (NETE)</b>   |  |  |  | <input checked="" type="checkbox"/> Director                         |   |  |
| (Last) (First) (Middle)                         |  |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |  | 4. Statement for Month/Day/Year                    |  |  | __ Officer (give title)                                 |  |
| <b>c/o Netegrity, Inc.<br/>52 Second Avenue</b> |  |  |   |  | <b>2/26/03</b>                                     |  |  |   |  |
| (Street)  |  |  |   |  | 5. If Amendment, Date of Original (Month/Day/Year) |  |  | 7. Individual or Joint Filing (Line)                    |  |
| <b>Waltham, MA 02154</b>                        |  |  |   |  |  |  |  | <input checked="" type="checkbox"/> Form filed by Owner |  |
| (City) (State) (Zip)                            |  |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |  |  |   |  |

| 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 & 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form (Direct (D) or Indirect (I)) (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |  |   |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid identification number.

**FORM 4 (continued)**

**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 & 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |
| <b>Option (right to buy)</b>               | <b>\$4.40</b>  | <b>2/26/03</b>                       |  | <b>A</b>                       |   | <b>15,000</b>  |     | <b>(1)</b>   | <b>2/26/10</b>  | <b>Common Stock</b>   | <b>15,000</b>                              | <b>15</b>  |

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Explanation of Responses:

(1) All options under this grant shall vest 25% on each anniversary of the option grant over a four year period.

By: /s/ **Eric R. Giler**

**2/26**  
Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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