

BIRDWELL DONALD W

Form 4

August 12, 2005

**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 \*  
BIRDWELL DONALD W

2. Issuer Name **and** Ticker or Trading  
Symbol  
SUNGARD DATA SYSTEMS INC  
[SDS]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
104 INVERNESS CENTER PLACE,  
SUITE 325

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/10/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Group Chief Executive Officer

(Street)  
BIRMINGHAM, AL 35242

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/10/2005                              |                                                             | D                                       | 95,586.416                                                              | D <u>11</u>                                                                                                        | 62,792 <u>(2)</u>                                                       | D                                                                 |
| Common<br>Stock                       | 08/11/2005                              |                                                             | M                                       | 13,920                                                                  | A \$<br>19.8125                                                                                                    | 76,712                                                                  | D                                                                 |
| Common<br>Stock                       | 08/11/2005                              |                                                             | M                                       | 25,200                                                                  | A \$ 13.375                                                                                                        | 101,902                                                                 | D                                                                 |
| Common<br>Stock                       | 08/11/2005                              |                                                             | M                                       | 16,000                                                                  | A \$ 28.5                                                                                                          | 117,912                                                                 | D                                                                 |
| Common<br>Stock                       | 08/11/2005                              |                                                             | M                                       | 29,827                                                                  | A \$ 32.81                                                                                                         | 147,739                                                                 | D                                                                 |

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|              |            |   |                       |   |            |         |                  |         |
|--------------|------------|---|-----------------------|---|------------|---------|------------------|---------|
| Common Stock | 08/11/2005 | M | 5,040                 | A | \$ 19.8125 | 152,779 | D                |         |
| Common Stock | 08/11/2005 | M | 51,600                | A | \$ 19.8125 | 204,379 | D                |         |
| Common Stock | 08/11/2005 | M | 52,000                | A | \$ 15.7188 | 256,379 | D                |         |
| Common Stock | 08/11/2005 | M | 61,200                | A | \$ 28.5    | 317,579 | D                |         |
| Common Stock | 08/11/2005 | D | 62,792 <sup>(6)</sup> | D | \$ 36      | 254,787 | D                |         |
| Common Stock | 08/11/2005 | S | 254,787               | D | \$ 36      | 0       | D                |         |
| Common Stock | 08/11/2005 | D | 6,481 <sup>(6)</sup>  | D | \$ 36      | 0       | I <sup>(5)</sup> | By wife |

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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Option to Buy                              | \$ 19.8125                                             | 08/11/2005                           |                                                    | M                              |                                                                                         | 13,920                                                   |     | 02/26/2004                                                    | 03/03/2009      | Common Stock | 13,920                     |
| Option to Buy                              | \$ 13.375                                              | 08/11/2005                           |                                                    | M                              |                                                                                         | 25,200                                                   |     | 01/06/2005                                                    | 01/11/2010      | Common Stock | 25,200                     |
| Option to Buy                              | \$ 28.5                                                | 08/11/2005                           |                                                    | M                              |                                                                                         | 16,000                                                   |     | 08/11/2005 <sup>(3)</sup>                                     | 03/07/2011      | Common Stock | 16,000                     |
| Option to Buy                              | \$ 32.81                                               | 08/11/2005                           |                                                    | M                              |                                                                                         | 29,827                                                   |     | 08/11/2005 <sup>(3)</sup>                                     | 03/06/2012      | Common Stock | 29,827                     |
| Option to Buy                              | \$ 19.8125                                             | 08/11/2005                           |                                                    | M                              |                                                                                         | 5,040                                                    |     | 02/26/2004                                                    | 02/26/2009      | Common Stock | 5,040                      |

|               |            |            |   |        |                           |            |              |        |
|---------------|------------|------------|---|--------|---------------------------|------------|--------------|--------|
| Option to Buy | \$ 19.8125 | 08/11/2005 | M | 51,600 | 07/01/2002                | 03/03/2009 | Common Stock | 51,600 |
| Option to Buy | \$ 15.7188 | 08/11/2005 | M | 52,000 | 08/11/2005 <sup>(3)</sup> | 02/27/2010 | Common Stock | 52,000 |
| Option to Buy | \$ 28.5    | 08/11/2005 | M | 61,200 | 08/11/2005 <sup>(3)</sup> | 03/07/2011 | Common Stock | 61,200 |
| Option to Buy | \$ 32.81   | 08/11/2005 | D | 10,173 | 08/11/2005 <sup>(3)</sup> | 03/06/2012 | Common Stock | 10,173 |
| Option to Buy | \$ 32.81   | 08/11/2005 | D | 48,750 | 08/11/2005 <sup>(3)</sup> | 03/06/2012 | Common Stock | 48,750 |
| Option to Buy | \$ 19.35   | 08/11/2005 | D | 64,000 | 08/11/2005 <sup>(3)</sup> | 03/03/2013 | Common Stock | 64,000 |
| Option to Buy | \$ 28.28   | 08/11/2005 | D | 30,000 | 08/11/2005 <sup>(3)</sup> | 11/06/2013 | Common Stock | 30,000 |
| Option to Buy | \$ 28.03   | 08/11/2005 | D | 70,600 | 08/11/2005 <sup>(3)</sup> | 02/25/2014 | Common Stock | 70,600 |
| Option to Buy | \$ 26.08   | 08/11/2005 | D | 71,700 | 08/11/2005 <sup>(3)</sup> | 03/03/2015 | Common Stock | 71,700 |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                                     |       |
|------------------------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                             | Other |
| BIRDWELL DONALD W<br>104 INVERNESS CENTER PLACE, SUITE 325<br>BIRMINGHAM, AL 35242 |               |           | Group Chief<br>Executive<br>Officer |       |

## Signatures

Leslie S. Brush, Attorney-in-fact for Donald W. Birdwell 08/12/2005

\_\_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) In connection with the merger of Solar Capital Corp. with and into the Issuer, shares of the Issuer are being contributed in exchange for equity in the acquiring entities valued, in the aggregate, at an amount equal to \$36.00 per share contributed.
- (2) Includes shares acquired under Issuer's employee stock purchase plan through 03/31/05.
- (3) Immediately before the effective time of the merger of Solar Capital Corp. with and into the Issuer, all unvested options became fully vested and immediately exercisable.
- (4) In connection with the merger of Solar Capital Corp. with and into the Issuer, stock options of the Issuer were converted into options to purchase equity in the acquiring entities based on a formula designed to equal the current intrinsic value of the converted options.
- (5) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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- (6) In connection with the merger of Solar Capital Corp. with and into the Issuer, shares of the Issuer's common stock were cancelled in the merger for \$36 per share.

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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