

FORRESTER RESEARCH INC
Form 4
September 05, 2006

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 *
van Lingen Dennis

2. Issuer Name and Ticker or Trading Symbol
FORRESTER RESEARCH INC
[FORR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President, EMEA

(Last) (First) (Middle)

FORRESTER RESEARCH, INC., 400 TECHNOLOGY SQUARE

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2006

(Street)

CAMBRIDGE, MA 02139

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/31/2006 | | M | 3,750 A | \$ 14.73 0 | D | |
| Common Stock | 08/31/2006 | | S | 3,750 D | \$ 29.304 0 | D | |
| Common Stock | 08/31/2006 | | M | 4,000 A | \$ 13.94 0 | D | |
| Common Stock | 08/31/2006 | | S | 4,000 D | \$ 29.304 0 | D | |
| | 08/31/2006 | | M | 4,000 A | \$ 18.42 0 | D | |

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Common
Stock

| | | | | | | | | |
|-----------------|------------|---|-------|---|----|--------|---|---|
| Common Stock | 08/31/2006 | S | 4,000 | D | \$ | 29.304 | 0 | D |
| Common Stock | 08/31/2006 | M | 2,500 | A | \$ | 14.06 | 0 | D |
| Common Stock | 08/31/2006 | S | 2,500 | D | \$ | 29.304 | 0 | D |

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

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

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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 |
| Stock Option (Right to Buy) | \$ 14.73 | 08/31/2006 | | M | 3,750 | <u>(1)</u> 03/30/2013 | Common Stock 3,750 |
| Stock Option (Right to Buy) | \$ 13.94 | 08/31/2006 | | M | 4,000 | 10/01/2004 ⁽²⁾ 09/30/2013 | Common Stock 4,000 |
| Stock Option (Right to Buy) | \$ 18.42 | 08/31/2006 | | M | 4,000 | <u>(1)</u> 03/30/2014 | Common Stock 4,000 |
| Stock Option (Right to Buy) | \$ 14.06 | 08/31/2006 | | M | 2,500 | <u>(3)</u> 03/30/2015 | Common Stock 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| van Lingen Dennis FORRESTER RESEARCH, INC. 400 TECHNOLOGY SQUARE CAMBRIDGE, MA 02139 | | | President, EMEA | |

Signatures

| | |
|---|------------|
| Gail Mann, attorney in fact for Dennis van Lingen | 09/05/2006 |
| __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 Options become exercisable in four equal installments on the first, second, third, and fourth anniversaries of the grant date.
 - (2) The Options become exercisable on the first anniversary of the grant date.

- The options were subject to forfeiture in the event Forrester did not achieve earnings per share ("EPS") targets established by the Compensation and Nominating Committee of the Board of Directors for fiscal 2005. Since the EPS target was met and exceeded, the options vest in annual increments over two years from the date of grant.
- (3) Compensation and Nominating Committee of the Board of Directors for fiscal 2005. Since the EPS target was met and exceeded, the options vest in annual increments over two years from the date of grant.

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.