

Wesley Melvin III
Form 4
December 20, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Wesley Melvin III

2. Issuer Name and Ticker or Trading Symbol
OPNET TECHNOLOGIES INC
[OPNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

C/O OPNET TECHNOLOGIES, INC., 7255 WOODMONT AVENUE

(Street)

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

BETHESDA, MD 20814

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/18/2012		U	358	\$ 41.78 <u>(1)</u>	19,628 <u>(2)</u>	D
Common Stock	12/18/2012		M	26,667	\$ 9.79	46,295	D
Common Stock	12/18/2012		F	13,496 <u>(3)</u>	\$ 41.72	32,799	D
Common Stock	12/18/2012		F	8,283 <u>(4)</u>	\$ 41.72	24,516	D

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stock of the Issuer. The tender price of the shares of common stock is (i) \$36.55 in cash; and (ii) 0.2774 of a share of common stock of Riverbed. The purchase price shown is based on the closing price of Riverbed common stock on December 17, 2012 of \$18.85 per share.

- The shares reported as beneficially owned following this reported transaction takes into consideration an error that occurred in the reporting person's Form 4 filed with the Securities & Exchange Commission (the "SEC") on February 10, 2012 for a transaction on February 6, 2011. The reporting person reported the forfeiture of 817 shares for the payment of withholding taxes. In fact, the reporting person only forfeited 757 shares resulting in the total number of shares currently beneficially owned by the reporting person before the reporting of this transaction as 19,986 shares instead of 19,926 shares as was reported in the reporting person's form 4 filed with the SEC on November 5, 2012.
- (2)
 - (3) Reflects the number of shares withheld for the payment of tax and exercise price of the option listed on Table II.
 - (4) Reflects the number of shares withheld for the payment of taxes in connection with the vesting of certain restricted stock awards.

- These shares were disposed of in connection with a merger by and between Riverbed and Octagon pursuant to which the issuer became a wholly-owned subsidiary of Riverbed. As a result of the merger, each outstanding share of common stock was automatically converted into the right to receive: (i) \$36.55 in cash; and (ii) 0.2774 shares of Riverbed common stock, without interest thereon and subject to any tax withholding. The price is based on the closing price of Riverbed common stock on December 17, 2012 of \$18.85 per share.
- (5)

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.