3COM CORP Form 4 September 06, 2007

FORM 4

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

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(C:+-)

(Print or Type Responses)

1. Name and Address of Reporting Person * HAMILTON JAMES A			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			3COM CORP [COMS]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
350 CAMPUS D	DRIVE		09/04/2007	_X_ Officer (give title Other (specify below) SVP & President, TippingPoint			
((Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
MARLBOROU	GH, MA 01	752-3064		_X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person			

(State)

(7:n)

(City)	(State)	Table Table	e I - Non-D	erivative Se	ecuriti	es Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	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	09/04/2007		A	100,000 (1)	A	\$0	330,970	D	
Common Stock	09/05/2007		F	9,918 (2)	D	\$ 3.95	321,052	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

HAMILTON JAMES A 350 CAMPUS DRIVE MARLBOROUGH, MA 01752-3064

SVP & President, **TippingPoint**

Signatures

James A.

Hamilton 09/06/2007 **Signature of Date Reporting Person

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).

Shares are subject to vesting requirements. Shares vest in four equal installments. The first 25% vests 18 months after the grant date (the "Initial Vesting Date"). The remaining shares vest in 25% installments at the end of each of the three six-month periods thereafter. Shares may vest on an accelerated basis of 33.33% in each of the three remaining fiscal 2008 quarters, solely if certain financial metrics for

- 3Com's TippingPoint division are met for that particular quarter and the participant remains employed through the accelerated vesting date. Performance metrics have been established for each fiscal quarter; accordingly, shares may vest on an accelerated basis as to one quarter and not another. At the end of fiscal year 2008, any shares not vested will vest according to the four equal installments described above. Shares that vest on an accelerated basis, if any, may not be sold until the Initial Vesting Date, except to cover tax withholding obligations on such shares.
- (2) Shares were surrendered to the Company to satisfy minimum tax withholding obligations upon vest.

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.

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