

ROY ASHUTOSH  
Form 4  
March 02, 2011

**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 \*  
ROY ASHUTOSH

2. Issuer Name and Ticker or Trading Symbol  
EGAIN COMMUNICATIONS CORP [egan.ob]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
345 E. MIDDLEFIELD ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

MOUNTAIN VIEW, CA 94043  
(City) (State) (Zip)

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

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2011		X		1,218,493	A	\$ 0.95
Common Stock	03/01/2001		M		625	A	\$ 2
Common Stock	03/01/2011		M		500,000	A	\$ 0.64
Common Stock	03/01/2011		M		88,541	A	\$ 0.74
Common Stock	03/01/2011		M		250,000	A	\$ 1.25

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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 Security (Instr. 3 and 4)	Amount of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Common Stock Warrants (right to buy)	\$ 0.95	03/01/2011		X	1,218,493	09/24/2008	09/24/2011	Common Stock	1,218,493
Employee Stock Option (right to buy)	\$ 2	03/01/2011		M	625	<u>(1)</u>	04/10/2013	Common Stock	625
Employee Stock Option (right to buy)	\$ 0.64	03/01/2011		M	500,000	<u>(2)</u>	05/27/2015	Common Stock	500,000
Employee Stock Option (right to buy)	\$ 0.74	03/01/2011		M	88,541	<u>(3)</u>	08/20/2019	Common Stock	88,541
Employee Stock Option (right to buy)	\$ 1.25	03/01/2011		M	250,000	<u>(4)</u>	11/27/2017	Common Stock	250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ROY ASHUTOSH  
345 E. MIDDLEFIELD ROAD    X            X            President and CEO  
MOUNTAIN VIEW, CA 94043

## Signatures

Ashutosh Roy                      03/02/2011

\_\_\_\_\_  
\*\*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 option was fully vested as of 4/10/2003
- (2) The option was fully vested as of 1/1/2009
- (3) This option vests as to 1/48th of the shares monthly from vesting start date of 8/2/2009
- (4) The option was fully vested as of 11/27/2008

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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