

MANATRON INC

Form 4

April 03, 2008

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GEPHART MARY**

(Last) (First) (Middle)

**510 EAST MILHAM AVENUE**

(Street)

**PORTAGE, MI 49002**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**MANATRON INC [(MANA)]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/01/2008**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)  
VP of Human Resources & Admin.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<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<br>(A) or Disposed of<br>(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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/01/2008                              |                                                             | D                                       | 16,350                                                                     | D                                                                                                                  | 0                                                                    | D                                                                 |
| Common<br>Stock                       | 04/01/2008                              |                                                             | D                                       | 2,566                                                                      | D                                                                                                                  | 0                                                                    | I                                                                 |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | 401(k)<br>Plan Trust                                              |

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.**

SEC 1474  
(9-02)

# Edgar Filing: MANATRON INC - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Date<br>of Acquisition or<br>Disposal<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                        | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.21                                                            | 04/01/2008                              |                                                             | D                                    |                                                                                                              | 10,000                                                         |     | <u>(2)</u>                                                          | 07/17/2012         | Common<br>Stock                                              | 10,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.625                                                           | 04/01/2008                              |                                                             | D                                    |                                                                                                              | 2,000                                                          |     | <u>(2)</u>                                                          | 01/23/2011         | Common<br>Stock                                              | 2,000                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 5.688                                                           | 04/01/2008                              |                                                             | D                                    |                                                                                                              | 5,000                                                          |     | <u>(2)</u>                                                          | 05/03/2009         | Common<br>Stock                                              | 5,000                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 6.86                                                            | 04/01/2008                              |                                                             | D                                    |                                                                                                              | 50,000                                                         |     | <u>(2)</u>                                                          | 10/04/2016         | Common<br>Stock                                              | 50,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 8.33                                                            | 04/01/2008                              |                                                             | D                                    |                                                                                                              | 5,000                                                          |     | <u>(2)</u>                                                          | 08/01/2014         | Common<br>Stock                                              | 5,000                               |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships                    |
|-------------------------------------------------------------|----------------------------------|
|                                                             | Director 10% Owner Officer Other |
| GEPHART MARY<br>510 EAST MILHAM AVENUE<br>PORTAGE, MI 49002 | VP of Human Resources & Admin.   |

## Signatures

/s/ Stephen C. Waterbury, by Power of Attorney 04/02/2008

\_\_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) Disposed of pursuant to an Agreement and Plan of Merger, dated as of January 14, 2008, by and among Manatron Intermediate Holdings, Inc., Manatron Merger Sub, Inc. and the Issuer (the "Merger Agreement"). The restricted stock was accelerated and became fully vested immediately prior to the completion of the merger pursuant to the Merger Agreement, and any repurchase option lapsed, after which each such share was converted into the right to receive \$12.00 in cash, without interest.

(2) This option was canceled in the merger pursuant to the Merger Agreement in exchange for the right to receive a cash payment, without interest, less applicable withholding taxes, in an amount equal to the product of (i) the total number of shares of the Issuer's common stock subject to the option, multiplied by (ii) the excess of \$12.00 over the exercise price per share of the Issuer's common stock underlying this option.

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.