# SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| Instruction 1(b).                      |

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| 1. Name and Addre<br>Miiller Ronal | ss of Reporting Perso<br>d L | m*             | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>COMMVAULT SYSTEMS INC</u> [ CVLT ] |                        | tionship of Reporting Per<br>all applicable)<br>Director                                 | 10% Owner                          |
|------------------------------------|------------------------------|----------------|---|------------------------|--|------------------------------------|
| (Last)<br>2 CRESCENT F             | (First) (Middle)             |                | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/14/2009                              | X                      | Officer (give title<br>below)<br>VP of Sales, A  | Other (specify<br>below)<br>ericas |
| (Street)<br>OCEANPORT<br>(City)    | NJ<br>(State)                | 07757<br>(Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                    | 6. Indiv<br>Line)<br>X | vidual or Joint/Group Filin<br>Form filed by One Rep<br>Form filed by More tha<br>Person | orting Person                      |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | ate, Transaction<br>Code (Instr. |   |                      |               |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|----------------------------------|---|----------------------|---------------|--------|---|---|---|
|                                 |  |   | Code                             | v | Amount               | (A) or<br>(D) | Price  | Transaction(s)<br>(Instr. 3 and 4)  |   | (1130.4)  |
| Common Stock                    | 12/14/2009                                 | 12/14/2009  | A                                |   | 5,274 <sup>(1)</sup> | Α             | (2)    | 32,617  | D   |   |
| Common Stock <sup>(3)</sup>     | 12/15/2009                                 | 12/15/2009  | F                                |   | 207                  | D             | \$22.4 | 32,410  | D   |   |

# 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.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of     |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--------|-----|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)    | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Options to<br>Purchase<br>Common<br>Stock           | \$22.59   | 12/14/2009                                 | 12/14/2009  | A                            |   | 23,731 |     | (4)  | 12/14/2019         | Common<br>Stock   | 23,731                                 | (2)   | 23,731   | D  |  |

#### Explanation of Responses:

1. The common stock is being granted as restricted stock units and are subject to a 4-year vesting schedule, as follows: 25% on April 1, 2011 with the remaining portion vesting in equal 6.25% quarterly installments thereafter.

#### 2. Not applicable.

3. This sale of common stock was made to satisfy certain tax withholding obligations resulting from the vesting of restricted stock units.

4. The options to purchase common stock are subject to a 4-year vesting schedule, as follows: 25% on April 1, 2011 with the remaining portion vesting in equal 6.25% quarterly installments thereafter.

### Warren H. Mondschein,

Attorney-in-Fact

\*\* Signature of Reporting Person Date

<u>12/16/2009</u>

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.