

ALTIRIS INC
Form 4
May 02, 2006

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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTIRIS INC [ATRS]

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/2006		J ⁽⁶⁾		1,446,078	D	\$ 0	2,958,508	I	TCV IV, L.P. ⁽¹⁾
Common Stock	04/28/2006		J ⁽¹⁵⁾		53,922	D	\$ 0	110,319	I	TCV IV, Strategic Partners, L.P. ⁽²⁾
Common Stock	04/28/2006		J ⁽⁷⁾		246,931	A	\$ 0	256,920	I	Technology Crossover Management IV, L.L.C. ⁽³⁾

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Common Stock	04/28/2006	<u>J⁽⁸⁾</u>	92	A	\$ 0	257,012	I	Technology Crossover Management IV, L.L.C. <u>(3)</u>
Common Stock	04/28/2006	<u>J⁽¹³⁾</u>	257,012	D	\$ 0	0	I	Technology Crossover Management IV, L.L.C. <u>(3)</u>
Common Stock	04/28/2006	<u>J⁽⁹⁾</u>	5,564	A	\$ 0	9,384	I	The Hoag Family Trust U/A Dtd 8/2/94 <u>(16)</u>
Common Stock	04/28/2006	<u>J⁽¹⁰⁾</u>	6,159	A	\$ 0	6,159	I	The Kimball Family Trust Uta Dtd 2/23/94 <u>(18)</u>
Common Stock	04/28/2006	<u>J⁽¹¹⁾</u>	60,601	A	\$ 0	69,985	I	The Hoag Family Trust U/A Dtd 8/2/94 <u>(16)</u>
Common Stock	04/28/2006	<u>J⁽¹²⁾</u>	44,449	A	\$ 0	50,608	I	The Kimball Family Trust Uta Dtd 2/23/94 <u>(18)</u>
Common Stock	04/28/2006	<u>J⁽¹⁴⁾</u>	13,290	A	\$ 0	13,290	I	Hamilton Investments Limited Partnership <u>(17)</u>
Common Stock	05/01/2006	S	4,166	D	\$ <u>20.2618</u> <u>(22)</u>	0	I	TCMI, Inc. <u>(5)</u>
Common Stock	05/01/2006	S	69,985	D	\$ <u>20.1496</u> <u>(21)</u>	0	I	The Hoag Family Trust U/A Dtd 8/2/94 <u>(16)</u>
Common Stock	05/01/2006	S	13,290	D	\$ <u>20.1496</u> <u>(21)</u>	0	I	Hamilton Investments Limited Partnership <u>(17)</u>
Common Stock	05/01/2006	M	50,000	A	\$ 7.5	50,000	D <u>(20)</u>	
Common Stock	05/01/2006	S	50,000	D	\$ 20.05	0	D <u>(20)</u>	

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (right to buy)	\$ 7.5	05/01/2006		M	50,000	<u>(19)</u> 02/21/2012	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		
TECHNOLOGY CROSSOVER MANAGEMENT IV LLC C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		
TCV IV LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		
TCV IV STRATEGIC PARTNERS LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET				GP of fund owns <10%

PALO ALTO, CA 94301

Signatures

Carla S. Newell, authorized signatory for Jay C. Hoag	05/01/2006
__Signature of Reporting Person	Date
Carla S. Newell, authorized signatory for Richard H. Kimball	05/01/2006
__Signature of Reporting Person	Date
Carla S. Newell, authorized signatory for Technology Crossover Management IV, L.L.C.	05/01/2006
__Signature of Reporting Person	Date
Carla S. Newell, authorized signatory for TCV IV, L.P.	05/01/2006
__Signature of Reporting Person	Date
Carla S. Newell, authorized signatory for TCV IV Strategic Partners, L.P.	05/01/2006
__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) Hoag and Kimball are managing members of Technology Crossover Management IV, L.L.C. ("TCM IV") which is the general partner of TCV IV, L.P. These shares are directly held by TCV IV, L.P. and indirectly held by Hoag, Kimball and TCM IV. Hoag, Kimball and TCM IV may be deemed to own the shares held by TCV IV, L.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 - (2) Hoag and Kimball are managing members of TCM IV which is the general partner of TCV IV Strategic Partners, L.P. These shares are directly held by TCV IV Strategic Partners, L.P. and indirectly held by Hoag, Kimball and TCM IV. Hoag, Kimball and TCM IV may be deemed to own the shares held by TCV IV Strategic Partners, L.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 - (3) Hoag and Kimball are managing members of TCM IV which is the general partner of TCV IV, L.P. and TCV IV Strategic Partners, L.P. These shares are directly held by TCM IV and indirectly held by Hoag and Kimball. The number of shares reported by TCM IV does not include the shares indirectly held by TCV VI, L.P. and TCV IV Strategic Partners, L.P. Hoag and Kimball may be deemed to own the shares held by TCM IV but Hoag and Kimball disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 - (4) Not applicable.
 - (5) Hoag and Kimball are the sole shareholders and directors of TCMI, Inc. These shares are directly held by TCMI, Inc. and indirectly held by Hoag and Kimball. Hoag and Kimball disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 - (6) In kind pro-rata distribution from TCV IV, L.P. to its Partners, without consideration.
 - (7) Acquisition by TCM IV pursuant to a pro-rata in kind distribution by TCV IV, L.P., without consideration.
 - (8) Acquisition by TCM IV pursuant to a pro-rata in kind distribution by TCV IV Strategic Partners, L.P., without consideration.
 - (9) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to pro-rata in kind distribution by TCV IV Strategic Partners, L.P. to its partners without consideration. Hoag and his wife are the sole trustees of The Hoag Family Trust U/A Dtd 8/2/94. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (10) Acquisition by The Kimball Family Trust Uta Dtd 2/23/94 pursuant to pro-rata in kind distribution by TCV IV Strategic Partners, L.P. to its partners without consideration. Kimball and his wife are the sole trustees of The Kimball Family Trust Uta Dtd 2/23/94. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (11) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to pro-rata in kind distribution by TCM IV to its members without consideration. Hoag and his wife are the sole trustees of The Hoag Family Trust U/A Dtd 8/2/94. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- (12) Acquisition by The Kimball Family Trust Uta Dtd 2/23/94 pursuant to pro-rata in kind distribution by TCM IV to its members without consideration. Kimball and his wife are the sole trustees of The Kimball Family Trust Uta Dtd 2/23/94. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (13) In kind distribution from TCM IV to its members, without consideration.
- (14) Acquisition by Hamilton Investments Limited Partnership pursuant to pro-rata in kind distribution by TCM IV to its members without consideration. Hoag is the sole general partner and Hoag and his wife are the sole limited partners of Hamilton Investments Limited Partnership. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (15) In kind pro-rata distribution from TCV IV Strategic Partners, L.P. to its Partners, without consideration.
- (16) Hoag and his wife are the sole trustees of The Hoag Family Trust U/A Dtd 8/2/94. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (17) Hoag is the sole general partner and Hoag and his wife are the sole limited partners of Hamilton Investments Limited Partnership. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (18) Kimball and his wife are the sole trustees of The Kimball Family Trust Uta Dtd 2/23/94. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (19) 25,000 of the shares subject to the option were exercisable on each of 2/22/03 and 2/22/04.
- (20) Shares held directly by Jay C. Hoag.
- (21) This number represents the average price per share for which the shares were sold. The shares were sold at prices ranging from \$20.00 to \$20.86 per share.
- (22) This number represents the average price per share for which the shares were sold. The shares were sold at prices ranging from \$20.00 to \$21.12 per share.

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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