

Klein James R
 Form 4
 February 09, 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 *
 Klein James R

2. Issuer Name and Ticker or Trading Symbol
 QUADRAMED CORP [QD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O QUADRAMED CORPORATION, 12110 SUNSET HILLS ROAD, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
 08/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Technology Officer

(Street)
 RESTON, VA 20190

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock ⁽¹⁾	08/01/2005		A	100,000 A \$ 0	350,000 ⁽²⁾	D	

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

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SEC 1474 (9-02)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employment Stock Option (right to buy)	\$ 1.74	08/01/2005		A	200,000	(3) 08/01/2015	Common Stock 200,
Employee Stock Option (right to buy)	\$ 1.7	02/06/2006		A	50,000	(5) 02/06/2016	Common Stock 50,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klein James R C/O QUADRAMED CORPORATION 12110 SUNSET HILLS ROAD, SUITE 600 RESTON, VA 20190			Chief Technology Officer	

Signatures

/s/ James R. Klein 02/09/2006

 **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).
- Pursuant to a Restricted Stock Agreement, dated August 1, 2005, the Company awarded Mr. Klein 100,000 shares of restricted stock. The forfeiture restrictions on such shares lapse as follows: 35,000 on August 1, 2006, 35,000 on August 1, 2007, and 30,000 on August 1, 2008; provided that the forfeiture restrictions shall lapse for such number of shares only if Mr. Klein has been continuously employed with the Company through each such date. In the event of a Change in Control or Mr. Klein's Involuntary Termination (as such terms are defined in the Restricted Stock Agreement), the forfeiture restrictions shall automatically lapse.
- (1) 2008; provided that the forfeiture restrictions shall lapse for such number of shares only if Mr. Klein has been continuously employed with the Company through each such date. In the event of a Change in Control or Mr. Klein's Involuntary Termination (as such terms are defined in the Restricted Stock Agreement), the forfeiture restrictions shall automatically lapse.
 - (2) 250,000 of such shares of common stock are issuable upon the exercise of options.
 - (3) The options vest in accordance with the terms of the Inducement Stock Option Agreement, effective August 1, 2005; 25% vest on the first anniversary of the grant, with the remaining 75% vesting pro rata over the next 36 months.
 - (4) Mr. Klein was awarded the options as an inducement for his employment.
 - (5) The options vest in accordance with the terms of the 2004 Stock Compensation Plan; 25% vest on the first anniversary of the grant, with the remaining 75% vesting pro rata over the next 36 months.
 - (6) Mr. Klein was awarded the options in connection with his employment.

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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