

EMBARCADERO TECHNOLOGIES INC
 Form 4
 June 27, 2007

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 *
SABHLOK RAJ P

2. Issuer Name and Ticker or Trading Symbol
EMBARCADERO TECHNOLOGIES INC [EMBT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O EMBARCADERO TECHNOLOGIES, INC., 100 CALIFORNIA STREET, 12TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
06/25/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP of Operations

(Street)
SAN FRANCISCO, CA 94111

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 06/25/2007 | | D | 216,063 D | 0 | 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)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 5 | 06/25/2007 | | D | 6,250 | (2) 01/15/2010 | 01/15/2010 | Common Stock | 6,250 |
| Stock Option (Right to Buy) | \$ 1.5 | 06/25/2007 | | D | 131,414 | (2) 01/15/2010 | 01/15/2010 | Common Stock | 131,414 |
| Stock Option (Right to Buy) | \$ 15.6 | 06/25/2007 | | D | 100,000 | (3) 12/19/2010 | 12/19/2010 | Common Stock | 100,000 |
| Stock Option (Right to Buy) | \$ 11.48 | 06/25/2007 | | D | 50,000 | (3) 06/14/2011 | 06/14/2011 | Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 6.76 | 06/25/2007 | | D | 50,000 | (2) 10/13/2012 | 10/13/2012 | Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 5 | 06/25/2007 | | D | 59,836 | (2) 01/15/2010 | 01/15/2010 | Common Stock | 59,836 |
| Stock Option (Right to Buy) | \$ 4.18 | 06/25/2007 | | D | 50,000 | (2) 10/16/2012 | 10/16/2012 | Common Stock | 50,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SABHLOK RAJ P
C/O EMBARCADERO TECHNOLOGIES, INC.
100 CALIFORNIA STREET, 12TH FLOOR
SAN FRANCISCO, CA 94111

Sr. VP of
Operations

Signatures

/s/ Michael Shahbazian, by power of
attorney

06/27/2007

__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 April 5, 2007, by and among EMB Holding Corp., EMBT Merger Corp. and the Issuer (the "Merger Agreement"). All unvested restricted stock were accelerated and became fully vested immediately prior to the completion of the merger pursuant to the Merger Agreement, and any repurchase option lapsed, and all shares of common stock held by Reporting Person were converted into the right to receive \$7.20 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 \$7.20 over the exercise price per share of the Issuer's common stock underlying this option.

(3) This option was canceled in the merger pursuant to the Merger Agreement without payment.

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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