

Mosher Kevin  
Form 4  
October 25, 2010

**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 \*  
Mosher Kevin

(Last) (First) (Middle)

C/O ARCSIGHT, INC., 5 RESULTS  
WAY

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ArcSight Inc [ARST]

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

10/21/2010

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)

Sr. VP of WW Field Operations

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 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 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 Beneficial Ownership (Instr. 4)
Common Stock	10/21/2010		U <sup>(1)</sup>	Amount 129,239 (2)	(A) or (D) D \$ 43.5	0	D
Common Stock	10/21/2010		M	25,000 (3)	A \$ 4	25,000	D
Common Stock	10/21/2010		M	23,750 (3)	A \$ 6.08	48,750	D
Common Stock	10/21/2010		M	16,241 (4)	A \$ 10	64,991	D
Common Stock	10/22/2010		D <sup>(5)</sup>	64,991	D \$ 43.5	0	D

# Edgar Filing: Mosher Kevin - Form 4

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)

**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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (Right to Buy)	\$ 4	10/22/2010		D	25,000	<u>(3)</u>	05/25/2015	Common Stock		25,000
Stock Option (Right to Buy)	\$ 4	10/22/2010		D	41,976	<u>(6)</u>	05/25/2015	Common Stock		41,976
Stock Option (Right to Buy)	\$ 6.08	10/22/2010		D	23,750	<u>(3)</u>	06/04/2016	Common Stock		23,750
Stock Option (Right to Buy)	\$ 10	10/22/2010		D	3,506	<u>(8)</u>	08/06/2017	Common Stock		3,506
Stock Option (Right to Buy)	\$ 10	10/22/2010		D	19,376	<u>(4)(8)</u>	08/06/2017	Common Stock		19,376
Stock Option (Right to Buy)	\$ 10	10/22/2010		D	2,118	<u>(6)</u>	08/06/2017	Common Stock		2,118
Stock Option (Right to Buy)	\$ 8.5	10/22/2010		D	34,125	<u>(10)</u>	06/17/2018	Common Stock		34,125

Stock Option (Right to Buy)	\$ 18	10/22/2010	D	64,050	<u>(12)</u>	06/08/2019	Common Stock	64,050
Stock Option (Right to Buy)	\$ 21.63	10/22/2010	D	36,000	<u>(14)</u>	05/18/2020	Common Stock	36,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mosher Kevin C/O ARCSIGHT, INC. 5 RESULTS WAY CUPERTINO, CA 95014			Sr. VP of WW Field Operations	

## Signatures

/s/ Tram T. Phi as attorney-in-fact for Kevin P.  
Mosher

10/25/2010

\_\_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) Pursuant to the terms of the tender offer by Priam Acquisition Corporation, a Delaware corporation ("Purchaser") and a wholly-owned, direct or indirect, subsidiary of Hewlett-Packard Company, a Delaware corporation ("HP"), to purchase all outstanding shares of Issuer Common Stock, disclosed in the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "Tender Offer"), Purchaser accepted for payment of \$43.50 per share all shares validly tendered on or prior to October 20, 2010.

(2) Includes 68 shares issued on October 20, 2010 under the Issuer's 2007 Employee Stock Purchase Plan.

(3) The option was fully vested and exercisable and all shares under this option were exercised pursuant to a conditional exercise program effective on the satisfaction of the closing conditions to the merger (the "Merger") contemplated by that certain Agreement and Plan of Merger by and among the Issuer, HP and Purchaser, dated as of September 13, 2010 (the "Merger Agreement"), and such shares were converted into the right to receive \$43.50 in cash per share in connection with the Merger.

(4) 16,241 shares under this option were exercised pursuant to a conditional exercise program effective on the satisfaction of the closing conditions to the Merger and such shares were converted into the right to receive \$43.50 per share and the remaining shares under the option were assumed and exchanged for an option to purchase 3,183 shares of HP Common Stock at an exercise price per share of \$9.85.

(5) All shares issued and outstanding immediately prior to the effectiveness of the Merger and not tendered in the Tender Offer were converted into the right to receive \$43.50 in cash per share.

(6) The option is fully vested and exercisable.

(7) Pursuant to the terms of the Merger, this option was cancelled in exchange for a cash payment to the Reporting Person equal to the difference between the offer price per share of \$43.50 and the exercise price per share of the option.

(8) The option vests and becomes exercisable as to 1/4th of the shares on May 1, 2008 and vests and becomes exercisable as to 1/48th of the shares at the end of each full month thereafter.

(9)

## Edgar Filing: Mosher Kevin - Form 4

Pursuant to the terms of the Merger, 2,994 shares under this option were cancelled in exchange for a cash payment to the Reporting Person equal to the difference between the offer price per share of \$43.50 and the exercise price per share of the option and the remaining shares under the option were assumed and exchanged for an option to purchase 519 shares of HP Common Stock at an exercise price per share of \$9.85.

- (10) The option vests and becomes exercisable as to 1/4th of the shares on May 1, 2009 and vests and becomes exercisable as to 1/48th of the shares at the end of each full month thereafter.

Pursuant to the terms of the Merger, 20,617 shares under this option were cancelled in exchange for a cash payment to the Reporting Person equal to the difference between the offer price per share of \$43.50 and the exercise price per share of the option and the remaining shares under the option were assumed and exchanged for an option to purchase 13,716 shares of HP Common Stock at an exercise price per share of \$8.38.

- (11) The option vests and becomes exercisable as to 1/4th of the shares on May 1, 2010 and vests and becomes exercisable as to 1/48th of the shares at the end of each full month thereafter.

Pursuant to the terms of the Merger, 22,683 shares under this option were cancelled in exchange for a cash payment to the Reporting Person equal to the difference between the offer price per share of \$43.50 and the exercise price per share of the option and the remaining shares under the option were assumed and exchanged for an option to purchase 42,004 shares of HP Common Stock at an exercise price per share of \$17.73.

- (12) The option vests and becomes exercisable as to 1/4th of the shares on May 1, 2011 and vests and becomes exercisable as to 1/48th of the shares at the end of each full month thereafter.

- (13) Pursuant to the terms of the Merger, this option was assumed and exchanged for an option to purchase 36,554 shares of HP Common Stock at an exercise price per share of \$21.31.

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.