

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**
SEC Accession No. **0000915508-99-000056**

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SUBJECT COMPANY

CATALYST INTERNATIONAL INC

CIK: **915508** | IRS No.: **391415889** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-27138** | Film No.: **99709554**
SIC: **7372** Prepackaged software

Mailing Address
8989 NORTH DEERWOOD
DRIVE
MILWAUKEE WI 53223

Business Address
8989 NORTH DEERWOOD DR
MILWAUKEE WI 53223
4143626800

REPORTING OWNER

SHERLOCK TIMOTHY

CIK: **1088560** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4**
SIC: **7372** Prepackaged software

Mailing Address
8989 NORTH DEERWOOD
DRIVE
MILWAUKEE WI 53223

Business Address
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MILWAUKEE WI 53223
4143626800

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
Sherlock, Timothy
8989 North Deerwood Drive

Milwaukee, WI 53223
2. Issuer Name and Ticker or Trading Symbol
Catalyst International, Inc. (CLYS)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
08/99
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
VP Finance and CFO
7. Individual or Joint/Group Filing (Check Applicable Line)
[X] Form filed by One Reporting Person
[] Form filed by More than One Reporting Person

<TABLE>
<CAPTION>
Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) A or D Price Amount	5) Amount of Securities Beneficially Owned at End of Month	6) D or I	7) Nature of Indirect Beneficial Ownership
<S>	<C>	<C>	<C>	<C>	<C>	<C>

<CAPTION>
Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Exercisable Expiration
<S>	<C>	<C>	<C>	<C>	<C>
Employee Stock Option (right to buy)	\$14.5625	08/16/99	A V	30,000	(1) 08/16/09
Employee Stock Option (right to buy)	\$17.8750	06/14/99	A V	30,000	(2) 06/14/09

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Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative Security	3) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D or I	11) Nature of Indirect Beneficial Ownership
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Employee Stock Option (right to buy)	08/16/99	Common Stock	30,000	30,000	D	Direct
Employee Stock Option (right to buy)	06/14/99	Common Stock	30,000	30,000	D	Direct

<FN>
Explanation of Responses:

- (1)
The Option vests 20% on the first anniversary of the date of grant and 1-2/3% each month thereafter, provided Mr. Sherlock remains an employee of the Company.
- (2)
The Option vests 20% on the first anniversary of Mr. Sherlock's hire date and 1-2/3% each month thereafter, provided Mr. Sherlock remains an employee of the Company. In addition, all such unvested options then held by Mr. Sherlock will vest immediately prior to a change in control involving the Company. This Option supercedes and option to purchase 60,000 shares which was inadvertently filed in a clerical error on a Form 4 by the Company on July 9, 1999. The Option granted on that date was 30,000, as reported

herein.

</FN>

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SIGNATURE OF REPORTING PERSON

/S/ Sherlock, Timothy

DATE