

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-05-01**

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ISSUER

AGILE SOFTWARE CORP

CIK: **1088653** | IRS No.: **770397905** | State of Incorporation: **DE** | Fiscal Year End: **0430**
SIC: **7372** Prepackaged software

Mailing Address

6373 SAN IGNACIO AVENUE
SAN JOSE CA 95119

Business Address

6373 SAN IGNACIO AVENUE
SAN JOSE CA 95119
4082844000

REPORTING OWNER

CODD RONALD E F

CIK: **1201177**
Type: **4** | Act: **34** | File No.: **000-27071** | Film No.: **05791211**

Mailing Address

C/O INTERWOVEN INC
803 11TH AVE
SUNNYVALE CA 94089

Business Address

C/O MOMENTUM BUSINESS
APPLICATIONS
4301 HACIENDA DR
PASADENA CA 94588
4085307719

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

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

1. Name and Address of Reporting Person CODD RONALD E F			2. Issuer Name and Ticker or Trading Symbol AGILE SOFTWARE CORP [AGIL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2005					
6373 SAN IGNACIO AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
SAN JOSE, CA 95119								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-qualified Stock Option (right to buy)	\$6.54	05/01/2005		A	(1)	25,000		(2)	04/30/2015	Common Stock	25,000	\$6.54	150,000	D	

Explanation of Responses:

- These options were granted pursuant to the "Automatic Director Option Grant Program" under the 1995 Stock Option Plan.
- Options are exercisable when vested. Vesting is as follows: beginning 5/1/08, option will vest in a series of 12 successive equal monthly installments upon the Optionee's completion of each additional month of service beyond 5/1/08.

Signatures

Ronald E F Codd

05/02/2005

BY: BRYAN D. STOLLE

05/02/2005

ATTORNEY-IN-FACT

05/02/2005

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.