

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2012-08-01**  
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([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

**HENRICH EDWARD A.**

CIK: **1517210**

Type: **4** | Act: **34** | File No.: **001-35125** | Film No.: **13523663**

Mailing Address  
C/O RESPONSYS, INC.  
900 CHERRY AVENUE, 5TH  
FLOOR  
SAN BRUNO CA 94066

### ISSUER

**RESPONYS INC**

CIK: **1084817** | IRS No.: **000000000** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
SIC: **7372** Prepackaged software

Mailing Address  
1100 GRUNDY LANE  
3RD FLOOR  
SAN BRUNO CA 94066

Business Address  
1100 GRUNDY LANE  
3RD FLOOR  
SAN BRUNO CA 94066  
650-745-1700

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
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### 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 <b>HENRICH EDWARD A.</b>			2. Issuer Name and Ticker or Trading Symbol <b>RESPNSYS INC [MKTG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP, PROFESSIONAL SERVICES</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/01/2012</b>					
C/O RESPNSYS, INC., 1100 GRUNDY LANE, 3RD FLOOR			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) <b>SAN BRUNO, CA 94066</b>								
(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			
Common Stock	08/01/2012		M	(1)	1,001	A	\$3.08	31,001	D	
Common Stock	08/01/2012		M	(1)	2,290	A	\$1.4	33,291	D	
Common Stock	08/01/2012		S	(1)	3,291	D	\$10.8741 (3)	30,000 (4)	D	

**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		Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$3.08	08/01/2012		M	(1)	1,001	(5)	12/30/2019	Common Stock	1,001	\$ 0	15,625 (4)	D	

Employee Stock Option (right to buy)	\$1.4	08/01/2012		<u>M</u> <sup>(1)</sup>		2,290	<sup>(6)</sup>	06/20/2017	Common Stock	2,290	\$ 0	30,355 <sup>(4)</sup>	D
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**Explanation of Responses:**

1. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 18, 2011.
2. Represents the aggregate of sales effected on the same day at different prices pursuant to the plan in footnote (1).
3. Represents the weighted average sales price per share. The shares sold at prices ranging from \$10.56 to \$11.18 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
4. Represents the Reporting Person's current beneficial holdings.
5. Immediately exercisable, subject to the issuer's right of repurchase which lapses as the shares vest. The stock option grant vested as to 25% of the total number of shares on December 30, 2010, and thereafter vested or will vest as to 1/48th of the total number of shares on each monthly anniversary until 100% vested.
6. The stock option grant is 100% vested and immediately exercisable.

**Signatures**

/s/ Edward A. Henrich by Julian K. Ong, Attorney-in-Fact

\*\* Signature of Reporting Person

01/10/2013

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.

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