

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-10** | Period of Report: **2013-01-07**
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REPORTING OWNER

HENRICH EDWARD A.

CIK: **1517210**

Type: **4/A** | Act: **34** | File No.: **001-35125** | Film No.: **13523674**

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 HENRICH EDWARD A.			2. Issuer Name and Ticker or Trading Symbol RESPNSYS INC [MKTG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) SVP, PROFESSIONAL SERVICES		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013					
C/O RESPNSYS, INC., 1100 GRUNDY LANE, 3RD FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year) 01/08/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) SAN BRUNO, CA 94066								
(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	01/07/2013		M	(1)	30,000	A	\$1.4	30,000	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$1.4	01/07/2013		M	(1)	30,000	(2)	06/20/2017		Common Stock	30,000	\$ 0	30,355 (3)	D	

Explanation of Responses:

- This Form 4/A is filed to amend footnote 1 as reported on a Form 4 filed with U.S. Securities and Exchange Commission on January 8, 2013. Footnote 1 is amended in its entirety as follows: The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 14, 2012.
- The stock option grant is 100% vested and immediately exercisable.

3. Represents the Reporting Person's current beneficial holdings under this stock option grant as reported on a Form 4 filed with the U.S. Securities and Exchange Commission on January 10, 2013.

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.

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.