

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-04**
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ISSUER

WITNESS SYSTEMS INC

CIK: **1097338** | IRS No.: **232518693** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7372** Prepackaged software

Mailing Address
300 COLONIAL CENTER
PARKWAY STE 600
ROSWELL GA 30076

Business Address
300 COLONIAL CENTER
PARKWAY STE 600
ROSWELL GA 30004
7707541900

REPORTING OWNER

WIMPFHEIMER LOREN

CIK: **1189432**
Type: **4** | Act: **34** | File No.: **000-29335** | Film No.: **06815857**

Mailing Address
1006 WILDWOOD DR
ATLANTA GA 30306-3017

Business Address
300 COLONIAL CENTER
PARKWAY
ROSWAL GA 30076

FORM 4

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 WIMPFHEIMER LOREN			2. Issuer Name and Ticker or Trading Symbol WITNESS SYSTEMS INC [WITS]			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) Senior Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2006			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		
C/O WITNESS SYSTMES, INC., 300 COLONIAL CENTER PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) ROSWELL, GA 30076								
(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	05/04/2006	03/16/2006	<u>M</u>		5,975	A	\$7.5	6,975	D	
Common Stock	05/04/2006	03/16/2006	<u>S</u>		5,975	D	\$23.64	1,000	D	
Common Stock	05/05/2006	03/16/2006	<u>M</u>		5,975	A	\$7.5	6,975	D	
Common Stock	05/05/2006	03/16/2006	<u>S</u>		5,975	D	\$23.73	1,000	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
Common Stock (Right to Buy)	\$7.5	05/04/2006	03/16/2006	<u>M</u>			5,975	(1)	04/17/2011	Common Stock	5,975	\$7.5	48,875	D	

Common Stock (Right to Buy)	\$7.5	05/05/2006	03/16/2006	<u>M</u>		5,975	(1)	04/17/2011	Common Stock	5,975	\$7.5	42,900	D
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Explanation of Responses:

- The reporting person's stock option was exercisable as to the number of options exercised in this transaction.

Signatures

/s/ Loren B. Wimpfheimer
 ** Signature of Reporting Person

05/08/2006
 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.