

SECURITIES AND EXCHANGE COMMISSION

FORM 3

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ISSUER

**QUEST SOFTWARE INC**

CIK: 1088033 | IRS No.: 330231678 | State of Incorporation: CA | Fiscal Year End: 1231  
SIC: 7372 Prepackaged software

Mailing Address

8001 IRVINE CENTER DRIVE  
IRVINE CA 92618

Business Address

8001 IRVINE CENTER DRIVE  
IRVINE CA 92618  
9497548000

REPORTING OWNER

**Foley Anthony**

CIK: 1325577  
Type: 3 | Act: 34 | File No.: 000-26937 | Film No.: 05792606

Mailing Address

C/O QUEST SOFTWARE, INC. 949-754-8000  
5 POLARIS WAY  
ALISO VIEJO CA 92656

Business Address

949-754-8000

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Foley Anthony</b>  (Last) (First) (Middle) <b>C/O QUEST SOFTWARE, INC., 5 POLARIS WAY</b>  (Street) <b>ALISO VIEJO, CA 92656</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/22/2005</b>	3. Issuer Name and Ticker or Trading Symbol <b>QUEST SOFTWARE INC [QSFT]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>SVP, Worldwide Sales</b>	5. 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 ____ Form Filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(1)	04/14/2010	Common Stock	225,000	\$25	D	
Stock Option (right to buy)	(2)	03/28/2011	Common Stock	20,000	\$15.13	D	
Stock Option (right to buy)	(2)	10/01/2011	Common Stock	28,000	\$10.74	D	
Stock Option (right to buy)	(3)	04/29/2012	Common Stock	67,000	\$11.91	D	
Stock Option (right to buy)	(2)	08/06/2012	Common Stock	18,000	\$8.4	D	
Stock Option (right to buy)	(2)	09/10/2013	Common Stock	109,000	\$11.56	D	
Stock Option (right to buy)	(2)	08/05/2014	Common Stock	80,000	\$11.18	D	

**Explanation of Responses:**

1. These options vest as follows: (a) 20% on July 1, 2001; and (b) 10% upon the completion of each of the next eight six-month periods of employment thereafter.

2. These options vest as follows: (a) 20% on the first anniversary date of grant; and (b) 10% upon the completion of each of the next eight six-month periods of employment.
3. These options vest in equal monthly installments over the four-year period following June 1, 2002.

### Signatures

J. Michael Vaughn, Attorney-in-Fact for Anthony Foley

\*\* Signature of Reporting Person

05/02/2005

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.**

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints M. Brinkley Morse, Michael Lambert and J. Michael Vaughn, and each of them acting alone, as true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Quest Software, Inc. (the "Company"), any and all Forms 3, 4 and 5 required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for an on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 and 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact

may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of March 2005.

/s/ ANTHONY FOLEY

Anthony Foley