

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2003-02-06**

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### SUBJECT COMPANY

#### **DENDRITE INTERNATIONAL INC**

CIK: **880321** | IRS No.: **222786386** | State of Incorporation: **NJ** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-16379** | Film No.: **03547563**

SIC: **7372** Prepackaged software

#### Mailing Address

*1200 MOUNT KEMBLE AVE  
MORRISTOWN NJ 07960-6797*

#### Business Address

*1200 MOUNT KEMBLE AVE  
MORRISTOWN NJ 07960  
2014251200*

### REPORTING OWNER

#### **DONOVAN KATHY C**

CIK: **1115028**

Type: **4**

#### Mailing Address

*C/O DENDRITE  
INTERNATIONAL INC  
1200 MOUNT KEMBLE  
AVENUE  
MORRISTOWN NJ 07960*

#### Business Address

*C/O DENDRITE  
INTERNATIONAL INC  
1200 MOUNT KEMBLE  
AVENUE  
MORRISTOWN NJ 07960  
9734251200*

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 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*  <p align="center"><b>Donovan Kathleen E.</b></p> <p>(Last) (First) (Middle)</p> <p align="center"><b>c/o Dendrite International Inc. 1200 Mount Kemble Avenue</b></p> <p align="center">(Street)</p> <p align="center"><b>Morristown NJ 07960</b></p> <p>(City) (State) (Zip)</p>	2. Issuer Name and Ticker or Trading Symbol  <p align="center"><b>Dendrite International Inc. ("DRTE") Nasdaq National Market</b></p>	6. 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)  <p align="center"><b><u>Vice President and Acting Chief Financial Officer</u></b></p>
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  		4. Statement for Month/Day/Year  <p align="center"><b>02/06/03</b></p>
5. If Amendment, Date of Original (Month/Day/Year)  		7. 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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	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 (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			
<b>Common Stock</b>								<b>1,769</b>	<b>D</b>	<b>ESPP(1)</b>

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

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**FORM 4 (continued)**

**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 (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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	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	Amount or Number				

											of Shares	Owned Follow- ing Reported Trans- action(s) (Instr. 4)		
<b>Options to Purchase Common Stock</b>	<b>\$7.75</b>	<b>2/6/03</b>	<b>2/6/03</b>	<b>A</b>	<b>35,000</b>	<b>(4)</b>	<b>2/6/13</b>	<b>Common Stock</b>	<b>35,000</b>	<b>\$0.00</b>	<b>35,000</b>	<b>D</b>		

Explanation of Responses:

- (1) Such shares of Common Stock of the Issuer were purchased pursuant to and are held in the Issuer's Employee Stock Purchase Plan. Information presented as of January 31, 2003.
- (2) Such options shall become exercisable pursuant to a specified schedule based on certain performance criteria. Any options not vested as of January 1, 2007 shall vest on such date.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**KATHLEEN E. DONOVAN**

**February 10, 2003**

\*\*Signature of Reporting Person  
Kathleen E. Donovan

Date

File three copies of this Form, one of which must be manually signed.

Note: If space is insufficient, see Instruction 6 for procedure.

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