

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-08-03** | Period of Report: **2006-08-01**
SEC Accession No. **0001209191-06-044179**

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ISSUER

SYMYX TECHNOLOGIES INC

CIK: **1095330** | IRS No.: **770397908** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **8731** Commercial physical & biological research

Business Address
3100 CENTRAL EXPRESS
WAY
SANTA CLARA CA 95051
4087642000

REPORTING OWNER

WEINBERG W HENRY

CIK: **1216631**
Type: **4** | Act: **34** | File No.: **000-27765** | Film No.: **061001897**

Mailing Address
C/O SYMYX TECHNOLOGIES,
INC.
3100 CENTRAL EXPRESSWAY
SANTA CLARA CA 95051

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

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden
hours per response 0.5

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>WEINBERG W HENRY</u>			<u>SYMYX TECHNOLOGIES INC [SMMX]</u>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Exec. Vice President and CTO		
C/O SYMYX TECHNOLOGIES, INC., 3100 CENTRAL EXPRESSWAY			08/01/2006					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line)		
SANTA CLARA, CA 95051						<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(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	08/01/2006		<u>S</u>		14 ⁽¹⁾	D	\$23.53	83,874	D	
Common Stock	08/01/2006		<u>S</u>		1,504 ⁽¹⁾	D	\$23.54	82,370	D	
Common Stock	08/01/2006		<u>S</u>		2,666 ⁽¹⁾	D	\$23.55	79,704	D	
Common Stock	08/01/2006		<u>S</u>		133 ⁽¹⁾	D	\$23.57	79,571	D	
Common Stock	08/01/2006		<u>S</u>		100 ⁽¹⁾	D	\$23.58	79,471	D	
Common Stock	08/01/2006		<u>S</u>		100 ⁽¹⁾	D	\$23.59	79,371	D	
Common Stock	08/01/2006		<u>S</u>		85 ⁽¹⁾	D	\$23.66	79,286	D	
Common Stock	08/01/2006		<u>S</u>		51 ⁽¹⁾	D	\$23.67	79,235	D	
Common Stock	08/01/2006		<u>S</u>		47 ⁽¹⁾	D	\$23.72	79,188	D	
Common Stock	08/01/2006		<u>S</u>		100 ⁽¹⁾	D	\$23.84	79,088	D	
Common Stock	08/01/2006		<u>S</u>		1,696 ⁽¹⁾	D	\$23.89	77,392	D	
Common Stock	08/01/2006		<u>S</u>		1,993 ⁽¹⁾	D	\$23.9	75,399	D	
Common Stock	08/01/2006		<u>S</u>		1,011 ⁽¹⁾	D	\$23.91	74,388	D	
Common Stock	08/02/2006		<u>S</u>		1,300 ⁽¹⁾	D	\$23.7	73,088	D	
Common Stock	08/02/2006		<u>S</u>		2,900 ⁽¹⁾	D	\$23.72	70,188	D	

Common Stock	08/02/2006		<u>S</u>	678 ⁽¹⁾	D	\$23.74	69,510	D	
Common Stock	08/02/2006		<u>S</u>	822 ⁽¹⁾	D	\$23.89	68,688	D	
Common Stock	08/02/2006		<u>S</u>	800 ⁽¹⁾	D	\$23.9	67,888	D	
Common Stock	08/02/2006		<u>S</u>	1,300 ⁽¹⁾	D	\$23.91	66,588	D	
Common Stock	08/02/2006		<u>S</u>	1,600 ⁽¹⁾	D	\$23.92	64,988	D	
Common Stock	08/02/2006		<u>S</u>	100 ⁽¹⁾	D	\$23.94	64,888 ⁽²⁾	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					

Explanation of Responses:

- The sale reported by this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 25, 2005.
- Includes 33,000 restricted stock units payable solely in common stock. Each restricted stock unit represents a contingent right to receive one share of common stock.

Signatures

W. Henry Weinberg by Anne Marie Peters, Attorney-In-Fact

** Signature of Reporting Person

08/03/2006

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.

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