

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2002-12-31**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

MARK MICHAEL L

CIK: **1190867**
Type: **5**

Mailing Address
*MARY JEFTS
52 SECOND AVE
WALTHAM MA 02451*

SUBJECT COMPANY

NETEGRITY INC

CIK: **840824** | IRS No.: **042911320** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: **001-10139** | Film No.: **03545611**
SIC: **7372** Prepackaged software

Mailing Address
*245 WINTER STREET
0
WALTHAM MA 02184*

Business Address
*245 WINTER ST
WALTHAM MA 02154
6178901700*

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported
 Form 4 Transactions Reported

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ANNUAL 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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Mark Michael L. (Last) (First) (Middle) c/o Netegrity, Inc. 52 Second Avenue (Street) Waltham , MA 02154 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Netegrity, Inc. (NETE) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year 12/31/02 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		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 (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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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).

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FORM 5 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date, if any (Month/	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities	10. Ownership Form	11. Nature of Indirect Beneficial
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(Instr. 3)	Derivative Security	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 & 5)		(Month/Day/Year)		Title	Amount or Number of Shares	Beneficially Owned at End of Year (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A)	(D)	Date Exercisable	Expiration Date					
Option (right to buy)	\$15.37	3/15/02	A4	7,500			3/15/09	Common Stock	7,500	7,500	D	
Option (right to buy)	\$15.37	3/15/02	A4	10,000		(2)	3/15/09	Common Stock	10,000	10,000	D	

Explanation of Responses:

(1) All options under this grant shall vest 50% on each anniversary of the option grant over a 2 year period.

(2) All options under this grant shall vest 25% on each anniversary of the option grant over a 4 year period.

By: /s/ **Michael L. Mark**

2/7/03

Date

**Signature of Reporting Person

**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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