

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2005-12-06** | Period of Report: **2005-12-06**

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REPORTING OWNER

Burns Kevin J

CIK: **1345983**

Type: **3** | Act: **34** | File No.: [000-51644](#) | Film No.: **051248375**

Mailing Address

5335 WISCONSIN AVENUE

NW

SUITE 410

WASHINGTON DC 20015

Business Address

(202) 895-1505

ISSUER

Vocus, Inc.

CIK: **1329919** | IRS No.: **581806705** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **7372** Prepackaged software

Mailing Address

4296 FORBES BOULEVARD

LANHAM MD 20706

Business Address

4296 FORBES BOULEVARD

LANHAM MD 20706

(301) 459-2590

FORM 3**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 * <u>Burns Kevin J</u> (Last) (First) (Middle) 5335 WISCONSIN AVENUE, NW, SUITE 410 (Street) WASHINGTON, DC 20015 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) 12/06/2005	3. Issuer Name and Ticker or Trading Symbol <u>Vocus, Inc. [VOCS]</u> 4. 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) 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 <input type="checkbox"/> Form Filed by More than One Reporting Person
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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)
Series B Preferred Stock	2,245,570	I	By Lazard Alternative Investments LLC as nominee for Lazard Technology Partners (1)
Series C Preferred Stock	448,721	I	By Lazard Alternative Investments LLC as nominee for Lazard Technology Partners (1)

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			
Common Stock Warrant (right to buy)	12/20/2004	01/30/2014	Common Stock	88,176	\$4.77	I	By Lazard Alternative Investments LLC as nominee for Lazard Technology Partners (1)
Series B Preferred Stock Warrant (right to buy)	01/31/2003	01/31/2008	Series B Preferred Stock	137,344	\$4.85	I	By Lazard Alternative Investments LLC as nominee for Lazard Technology Partners (1)

Explanation of Responses:

1. The reporting person is a managing principal of LTP II GenPar LLC, the general partner of LTP II LP, which is the general partner of Lazard Technology Partners and Lazard Alternative Investments LLC, nominee for Lazard Technology Partners II LP. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

SignaturesChristopher A. Davis, Attorney-in-fact

** Signature of Reporting Person

12/06/2005

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 PERSONS BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Stephen Vintz, Kristie Scott and Christopher Davis as the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

1. prepare, execute, acknowledge, deliver and file a Form ID (including any amendments or authentications thereto) with respect to obtaining EDGAR codes, with the U.S. Securities and Exchange Commission (the "SEC");
2. prepare, execute, acknowledge, deliver and file Forms 3, 4 and 5 (including any amendments thereto) with respect to the securities of Vocus, Inc., a Delaware corporation (the "Company"), with the SEC, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
4. perform any and all other acts which in the discretion of such attorneys-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned
acknowledges that:

1. this Power of Attorney authorizes, but does not require, such attorneys-in-fact to act in their discretion on information provided to such attorneys-in-fact without independent verification of such information;
2. any documents prepared and/or executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
3. neither the Company nor such

attorneys-in-fact assumes (a) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (b) any liability of the undersigned for any failure to comply with such requirements, or (c) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

4. this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution and revocation, hereby ratifying all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

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

Name: /s/ Kevin Burns