

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-03-31**
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ISSUER

COMPUWARE CORP

CIK: **859014** | IRS No.: **382007430** | State of Incorporation: **MI** | Fiscal Year End: **0331**
SIC: **7372** Prepackaged software

Mailing Address
*ONE CAMPUS MARTIUS
DETROIT MI 48226-5099*

Business Address
*ONE CAMPUS MARTIUS
DETROIT MI 48226-5099
3132277300*

REPORTING OWNER

COSTELLO THOMAS MICHAEL JR

CIK: **1231871**
Type: **5** | Act: **34** | File No.: **000-20900** | Film No.: **05790067**

Mailing Address
*ONE CAMPUS MARTIUS
DETROIT MI 48226*

Business Address
313-227-7300

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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- 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

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

1. Name and Address of Reporting Person COSTELLO THOMAS MICHAEL JR			2. Issuer Name and Ticker or Trading Symbol COMPUWARE CORP [CPWR]			5. 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) Sr VP, Gen Counsel, Secretary		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 03/31/2005			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
ONE CAMPUS MARTIUS			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) DETROIT, MI 48226-5099								
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	09/03/2004		J	3,182	A	\$ (1)	22,591	D	
Common Stock	03/31/2005		J	4,474	A	\$ (1)	27,065	D	
Common Stock	03/31/2004		J	409	A	\$ (2)	1,461	I	ESOP/401(k)
Common Stock							800	I	By children
Common Stock							100	I	By IRA

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Acquired under the Compuware Corporation Global Employee Stock Purchase Plan.

2. Acquired through an annual participant allocation under the Compuware Corporation Employee Stock Ownership Plan and 401(k) Salary Reduction Arrangement.

Signatures

/s/ Barbara J.Kovach for Thomas M. Costello, Jr.

** 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 I, Thomas M. Costello, Jr., located at One Campus Martius, Detroit, Michigan 48226, do hereby nominate, constitute and appoint, Barbara J. Kovach or Terri Trainor Clark, with offices at One Campus Martius, Detroit, Michigan 48226, my true and lawful attorney in fact, for me and in my name, place and stead to:

Execute my name to any and all documents, forms and reports ("Documents"), whether such Documents are filed with the Securities and Exchange Commission electronically or otherwise, for transactions in the securities of Compuware Corporation.

In addition, I hereby give and grant unto my said attorney in fact, full power and authority to do and perform every act necessary, requisite or proper to be done in and about the premises as fully as I might or could do if I were personally present, with full power of substitution and revocation, hereby ratifying and confirming all that my said attorney shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have here unto set my hand this 1st day of August, 2003.

In presence of

/s/

Amelia A. Fitzpatrick

Witness

Subscribed and sworn to before me
this 1st day
of August, 2003

/s/

Thomas M. Costello, Jr.

Signature

/s/

Donna M. Duane
Notary Public, Acting in
Oakland
County, State of Michigan

My Commission expires:
Aug. 1,

