

# 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**  
SEC Accession No. **0001209191-05-023087**

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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

#### KARMANOS PETER

CIK: **1110860**  
Type: **5** | Act: **34** | File No.: **000-20900** | Film No.: **05790132**

Mailing Address  
*200 OLD WILSON BRIDGE  
ROAD  
COLUMBUS OH 43085*

Business Address  
*313-227-7300*

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**OMB Number: 3235-0362  
Expires: 02/28/2011  
Estimated average burden  
hours per response 1.0 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 <b>KARMANOS PETER</b>			2. Issuer Name and Ticker or Trading Symbol <b>COMPUWARE CORP [CPWR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO, Chairman of the Board</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>03/31/2005</b>			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							459,996	I	Bond Ltd Partnership
Common Stock	03/31/2004		<u>I</u>	410	A	\$ <sup>(1)</sup>	379,192	I	ESOP/401(k)
Common Stock							6,421,000	I	Karmanos Stock LLC
Common Stock	04/01/2004		<u>G</u>	1,000	D	\$ <sup>(2)</sup>	3,283,108	I	Revocable Living Trust
Common Stock	04/12/2004		<u>G</u>	6,630	D	\$ <sup>(3)</sup>	3,276,478	I	Revocable Living Trust
Common Stock	04/14/2004		<u>G</u>	4,184	D	\$ <sup>(4)</sup>	3,272,294	I	Revocable Living Trust
Common Stock	06/01/2004		<u>G</u>	19,109	D	\$ <sup>(5)</sup>	3,253,185	I	Revocable Living Trust
Common Stock	06/08/2004		<u>G</u>	128,200	D	\$ <sup>(4)</sup>	3,124,985	I	Revocable Living Trust
Common Stock	07/12/2004		<u>G</u>	5,966	D	\$ <sup>(4)</sup>	3,119,019	I	Revocable Living Trust
Common Stock	07/19/2004		<u>G</u>	2,000	D	\$ <sup>(2)</sup>	3,117,019	I	Revocable Living Trust
Common Stock	08/18/2004		<u>G</u>	2,000	D	\$ <sup>(2)</sup>	3,115,019	I	Revocable Living Trust
Common Stock	08/18/2004		<u>G</u>	2,195	D	\$ <sup>(6)</sup>	3,112,824	I	Revocable Living Trust

Common Stock	09/02/2004		<u>G</u>	1,080	D	\$ <sup>(7)</sup>	3,111,744	I	Revocable Living Trust
Common Stock	09/30/2004		<u>J</u>	2,138	A	\$ <sup>(8)</sup>	3,113,882	I	Revocable Living Trust
Common Stock	10/07/2004		<u>G</u>	6,115	D	\$ <sup>(4)</sup>	3,107,767	I	Revocable Living Trust
Common Stock	10/20/2004		<u>G</u>	1,000	D	\$ <sup>(2)</sup>	3,106,767	I	Revocable Living Trust
Common Stock	12/01/2004		<u>G</u>	25,063	D	\$ <sup>(5)</sup>	3,081,704	I	Revocable Living Trust
Common Stock	12/03/2004		<u>G</u>	842	D	\$ <sup>(4)</sup>	3,080,862	I	Revocable Living Trust
Common Stock	12/09/2004		<u>G</u>	7,260	D	\$ <sup>(4)</sup>	3,073,602	I	Revocable Living Trust
Common Stock	02/23/2005		<u>G</u>	1,000	D	\$ <sup>(2)</sup>	3,072,602	I	Revocable Living Trust
Common Stock	03/31/2005		<u>J</u>	4,851	A	\$ <sup>(8)</sup>	3,077,453	I	Revocable Living Trust
Common Stock							5,348,982	I	Stock Ltd Partnership
Common Stock							47,272	I	Trusts FBO Children

**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 through an annual participant allocation under the Compuware Corporation Employee Stock Ownership Plan and 401(k) Salary Reduction Arrangement.
2. Shares were gifted to grandchild(ren).
3. Shares were gifted to the Detroit Institute of Arts.
4. Shares were gifted to the Barbara Ann Karmanos Cancer Institute.
5. Shares were gifted to St. Nicholas Greek Orthodox Church.
6. Shares were gifted to the Karmanos Cancer Foundation, Partners Patient Care Initiative.
7. Shares were gifted to the Weizmann Institute of Science.
8. Shares purchased on the same terms as provided in the Company's Global Employee Stock Purchase Plan.

**Signatures**

/s/ Peter Karmanos, 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.

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