

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-06**
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REPORTING OWNER

PAUL ROBERT C

CIK: **1281401**

Type: **4** | Act: **34** | File No.: **000-20900** | Film No.: **111184249**

Mailing Address

*ONE CAMPUS MARTIUS
DETROIT MI 48226-5099*

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*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 PAUL ROBERT C			2. Issuer Name and Ticker or Trading Symbol COMPUWARE CORP [CPWR]			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) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/06/2011					
COMPUWARE CORPORATION, ONE CAMPUS MARTIUS			4. 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		
(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 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	11/06/2011		M		24,060	A	\$ 0	63,346	D	
Common stock	11/06/2011		F		10,118	D	\$8.59	53,228	D	
Common stock								69	I	ESOP/401K

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						Title
Restricted Stock Units	(1)	11/06/2011		M		24,060		(2)	(2)	Common stock	24,060	\$ 0 (3)	24,058	D	

Explanation of Responses:

1. 1 for 1

2. Granted under the 2007 Long Term Incentive Plan pursuant to the FY09 Executive Incentive Plan. The units vest over five years according to the following schedule: 24,060 on 11/06/2011, 12,029 on 11/06/2012, 12,029 on 11/06/2013, or immediately upon death, disability or change in control and are payable in common stock upon vesting. This transaction is reporting the first vesting period of the award.
3. The number of units was determined based on a percentage of salary as defined in the FY09 Executive Incentive Plan divided by the \$11.43 fair market value on the award date.

Signatures

By: /s/ Daniel S. Follis, Jr., Attorney-in-Fact

** Signature of Reporting Person

11/07/2011

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.