SMIT ERIC Form 4/A April 11, 2012

FORM 4

OMB APPROVAL

response...

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

January 31,

0.5

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person SMIT ERIC			2. Issuer Name and Ticker or Trading Symbol EGAIN COMMUNICATIONS CORP [egan]						S. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 04/09/2012						Director 10% Owner Officer (give title Other (specify below) CFO			
	(Street)		4. If Ame Filed(Mor 04/10/2	nth/Day/Y		U	ıl		Applicable Line) _X_ Form filed by C	int/Group Filing(Check One Reporting Person Iore than One Reporting			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secui	rities Acqu	ired, Disposed of	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr.		4. Securin(A) or Di (Instr. 3,	ispose	d of (D)	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)		
Common Stock (1)	04/09/2012			S		3,488	D	\$ 5.6949 (2) (3) (4)	0	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number on 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.6	04/09/2012		M	3,488	<u>(5)</u>	10/22/2012 <u>(6)</u>	Common Stock	3,488

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SMIT ERIC							
			CFO				

Signatures

Eric Smit 04/11/2012

**Signature of Person Date

Reporting Person

Explanation of Responses:

- * 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).
- (1) This sale of common stock was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on March 8, 2012.
- (2) Reporting person undertakes to provide upon request by the Securities and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within the range indicated.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$5.67 ro \$5.71.
- (4) The Form 4, as originally filed, incorrectly reported the price as \$19,846 which the average weighted price (\$5.69) multiplied by 3488 shares. The Form 4, as amended by this Form 4/A, correctly reports such information as the price per share as \$5.694885.
- (5) This option became exerciable as to 1/48th of the shares each month as of 09/01/2002. The full vest date was 09/01/2006.
- (6) The Form 4, as originally filed, incorrectly reported the expiration date as 9/1/2002. The Form 4, as amended by this Form 4/A, correctly reports such information as the expiration as 10/22/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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