Reilly Thomas Form 4 October 16, 2009

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5 obligations

may continue. See Instruction

STATEMENT OF CHANGES IN 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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Reilly Thomas

(First) (Middle) 2. Issuer Name and Ticker or Trading

Symbol

ArcSight Inc [ARST]

3. Date of Earliest Transaction

(Month/Day/Year) 10/14/2009

C/O ARCSIGHT, INC., 5 RESULTS WAY

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

6. Individual or Joint/Group Filing(Check

10% Owner

Other (specify

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Person

Issuer

below)

\_X\_\_ Director

X\_ Officer (give title

CUPERTINO, CA 95014

(City)	(State) (2	Zip) Table	e I - Non-Do	erivative S	ecuritie	es Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit n(A) or Dis (D) (Instr. 3, 4	sposed o	of	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	10/14/2009		M(1)	10,000	A	\$ 6.8	15,670	D	
Common Stock	10/14/2009		S <u>(1)</u>	10,000	D :	\$ 25	5,670	D	

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

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# 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. Transactio Code (Instr. 8)	5. Number of or 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
Stock Option (Right to Buy)	\$ 6.8	10/14/2009		M <u>(1)</u>	10,000	<u>(2)</u>	01/23/2017	Common Stock	10,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolonia o milor rimino / rimino os	Director	10% Owner	Officer	Other			
Reilly Thomas C/O ARCSIGHT, INC. 5 RESULTS WAY CUPERTINO, CA 95014	X		President and CEO				

## **Signatures**

/s/ Tram T. Phi as attorney-in-fact for Thomas
Reilly 10/16/2009

# \*\*Signature of 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 transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person.
- Option vested and became exercisable as to 1/4th of the shares on November 27,2007 and vests and becomes exercisable as to 1/48th of the shares at the end of each full month thereafter; provided that such vesting is subject to acceleration upon a corporate transaction.

Date

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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