BROWNING STUART E

Form 4

March 13, 2003

SEC Form 4

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5

1. Name and Address of Reporting Person*

Browning, Stuart

(Last) (First)
(Middle)
c/o Blaine Greenberg, Esq.
3400 Red Rose Drive

(Street)

Encino CA 91436

(City) (State)
(Zip)

Issuer Name
 and Ticker or Trading Symbol
 Embarcadero
 Technologies, Inc

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

EMBT

4. Statement for (Month/Day/Year

03/12/2003

5. If Amendment, Date of Original (Month/Day/Year) 6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_ Director __10% Owner __ Officer (give title below) X Other (specify below)

Description

7. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting PersonForm filed by More than One Reporting Person

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. Transa Code (Inst 8)	е	4. Securities Acquired n(A) or Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following Reported	Securities ship Beneficially Form: Owned Direct Following (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	٧	Amount	A/D	Price	Transaction(s) Inc (Instr. 3 and	(Instr.		
Common Stock	03/12/2003		s		50,000	D	\$5.159	3,187,219	D		

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/	4. Transactio Code (Instr.8)	nNumbe of Derivat	and ive Expirati InDiate(ED)	7. Title and e(Dib)unt of Underlying p8ecurities (Instr. 3 and D4)y/Year)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Owner- ship Form of Deriv- ative Securities: Direct (D)	11. N In B O (I	

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	Year)		Dispos Of (D) (Inst 3, 4 and 5)						(Instr.4)	or Indirect (I) (Instr.4)		
		Code	>	Α	D	DE	ED	Title	Amount or Number of Shares			

Explanation of Responses:

By: Date:

/s/ Stuart Browning

03/13/2003

** Signature of Reporting Person

SEC 1474 (9-02)

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.

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.