**MOTIVE INC** Form 4 May 23, 2005

### FORM 4

Form 4 or

obligations

may continue.

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

2. Issuer Name and Ticker or Trading

Washington, D.C. 20549

#### Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

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 See Instruction

Symbol

1(b).

Abel Scott R

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

|   |   | MOTIV    | MOTIVE INC [MOTV]   |              |  |  | (Check all applicable)   |  |                                  |  |
|---|---|----------|---|--------------|--|--|--|--|----------------------------------|--|
| (Last)  12515 RESE BLVD., BU  | EARCH                                   | (Month/I | 3. Date of Earliest Transaction (Month/Day/Year) 05/20/2005 |              |  |  |  | Director 10% Owner X Officer (give title Other (specify below) EVP Product Group |                                  |  |
| (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  AUSTIN, TX 78759                       |   |          |   |              | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |                                  |  |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |          |   |              |  |  |  |  | ally Owned                       |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) |          | 3.<br>Transactic<br>Code<br>(Instr. 8)                      | (A)<br>or    |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |  |                                  |  |
| Common<br>Stock   | 05/20/2005                              |          | S   | 2,600<br>(1) | D  | \$9  | 617,240  | I  | by Miko<br>Ventures,<br>Ltd. (2) |  |
| Common<br>Stock   | 05/20/2005                              |          | S   | 1,400<br>(1) | D  | \$<br>9.01   | 615,640  | I  | by Miko<br>Ventures,<br>Ltd. (2) |  |
| Common<br>Stock   | 05/20/2005                              |          | S   | 1,500<br>(1) | D  | \$<br>9.06   | 614,140  | I  | by Miko<br>Ventures,<br>Ltd. (2) |  |
| Common  | 05/20/2005                              |          | S   | 1,000        | D  | \$ 9.1   | 613,140  | I  | by Miko                          |  |

(1)

Ventures.

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

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|                 |            |   |                  |            |         |   | Ltd. $\frac{(2)}{2}$             |
|-----------------|------------|---|------------------|------------|---------|---|----------------------------------|
| Common<br>Stock | 05/20/2005 | S | 3,200 D          | \$<br>9.12 | 609,940 | I | by Miko<br>Ventures,<br>Ltd. (2) |
| Common<br>Stock | 05/20/2005 | S | 300 <u>(1)</u> D | \$<br>9.14 | 609,640 | I | by Miko<br>Ventures,<br>Ltd. (2) |

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

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 control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transa<br>Code<br>(Instr. |   | 5. biNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | Amor<br>Unde<br>Secur | rlying                                 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|---|---|--------------------------------------|---|---------------------------------|---|---|---------------------|--------------------|-----------------------|--|---|
|   |   |                                      |   | Code                            | V | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title                 | Amount<br>or<br>Number<br>of<br>Shares |   |

# **Reporting Owners**

| Reporting Owner Name / Address | Keiauonsnips |           |         |       |  |  |  |  |  |
|--------------------------------|--------------|-----------|---------|-------|--|--|--|--|--|
|                                | Director     | 10% Owner | Officer | Other |  |  |  |  |  |

Abel Scott R 12515 RESEARCH BLVD.

**EVP Product Group** 

BUILDING 5 AUSTIN, TX 78759

#### **Signatures**

James Wesley Jones, Attorney-In-Fact 05/23/2005

\*\*Signature of Reporting Person Date

Reporting Owners 2

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# **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) Shares were sold under Reporting Person's 10(b)5-1 Plan.
- (2) Mr. Abel is the general manager of Miko Ventures, Ltd.

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.