Van Zant Kenny Form 4 January 17, 2006

FORM 4

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

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 may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(First)

(Street)

(Last)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Van Zant Kenny Symbol

(Middle)

MOTIVE INC [MOTV]

3. Date of Earliest Transaction (Month/Day/Year)

01/13/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

below) **EVP** of Marketing

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

_ Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

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

Director

X_ Officer (give title

Issuer

X Form filed by One Reporting Person

Form filed by More than One Reporting

AUSTIN, TX 78759

12515 RESEARCH

BLVD., BUILDING 5

,							Person		
(City)	(State)	(Zip) Table	e I - Non-D	Perivative S	equired, 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. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4)	posed	of 5) Price	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	01/13/2006		A	50,000	A	\$ 0 (1)	143,004	D	
Common Stock							857,578	I	by Van Zant Limited Partnership
Common Stock							131,281	I	by Van Zant 2003 Annuity Trust (3)
							34,567	I	

Common Stock

by Van Zant 2001 Family Trust (4)

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative Conversion		(Month/Day/Year)	Execution Date, if Transac		onNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
Derivative					Securities		(Instr. 3 and 4)		Own		
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	or Title Nu of	Number		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Van Zant Kenny 12515 RESEARCH BLVD. **BUILDING 5 AUSTIN, TX 78759**

EVP of Marketing

Signatures

/s/ Paul Baker, Attorney-In-Fact

01/17/2006

**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).
- Grant of restricted shares pursuant to Issuer's Amended and Restated Equity Incentive Plan. Restricted shares will vest in full upon
- (1) November 1, 2006, or earlier upon reporting person's death, disability or a Change of Control (as such term is defined in the Amended and Restated Equity Incentive Plan).

Reporting Owners 2

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- (2) Mr. Van Zant is the manager of Van Zant Management, L.L.C., which is the general partner for Van Zant Limited Partnership.
- (3) Mr. Van Zant is the trustee of the Van Zant 2003 Annuity Trust.
- (4) Mr. Van Zant is the trustee of the Van Zant 2001 Family Trust.

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.