MOTIVE INC Form 3/A September 27, 2007

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

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

A Greenberg Jack

(Last) (First) (Middle) 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

09/19/2007

MOTIVE INC [MOTV]

12515 RESEARCH BUILDING

5

(Street)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

09/26/2007

(Check all applicable)

10% Owner Director _X__ Officer Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

(give title below) (specify below) General Counsel and Secretary

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

AUSTIN, TXÂ 78759

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

(I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

Ownership Form:

Ownership (Instr. 5) Direct (D) or Indirect

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security 2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

Shares

Derivative Security

Security: Direct (D)

or Indirect (I)

1

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(Instr. 5)

Stock Option- Right To Buy 09/30/2006 08/06/2013 Common Sock 125,000 \$ 2.65 D Â

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Greenberg Jack
12515 RESEARCH BUILDING 5 Â Â Ĝ General Counsel and Secretary Â

AUSTIN. TXÂ 78759

Signatures

/s/ Amy Workman, Attorney in Fact 09/27/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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Remarks:

The NQ stock option vests 33.3% over 36Â months.

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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