

Edgar Filing: CONCERO INC - Form 5

CONCERO INC

Form 5

February 14, 2002

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

FORM 5
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)

Thatcher, Keith D.
6300 Bridgepoint Parkway
Building One, Suite 500
Austin, TX 78730

2. Issuer Name and Ticker or Trading Symbol

Concero Inc. (CERO)

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

4. Statement for Month/Year

12/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr.VP, Chief Financial Officer

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

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

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security	2) Trans- action Date (Month/ Day/Year)	3) Trans- action Code	4) Securities Acquired (A) or Disposed of (D) A or D	Price
----------------------	---	-----------------------------	--	-------

Common Stock
Common Stock

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative	3) Trans- action Date	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)
------------------------------------	--	-----------------------------	-----------------------------	--

Edgar Filing: CONCERO INC - Form 5

	Security		Code	A	D
Non-Qualified Stock Option (right to buy)	\$0.6000	08/15/01	A	25,000	
Non-Qualified Stock Option (right to buy)	\$1.0100	04/23/01	A	14,115	
Non-Qualified Stock Option (right to buy)	\$1.9375				
Non-Qualified Stock Option (right to buy)	\$2.2500	02/01/01	A	20,000	
Non-Qualified Stock Option (right to buy)	\$2.5800				
Non-Qualified Stock Option (right to buy)	\$3.8750				
Non-Qualified Stock Option (right to buy)	\$9.6250				

Table II (PART 2) Derivative Securites Acquired, Disposed of, or Beneficially Owned (Columns

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security
		Title	Amount or Number of Shares
-			
Non-Qualified Stock Option (right to buy)	08/15/01	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	04/23/01	Common Stock	14,115
Non-Qualified Stock Option (right to buy)		Common Stock	52,000
Non-Qualified Stock Option (right to buy)	02/01/01	Common Stock	20,000
Non-Qualified Stock Option (right to buy)		Common Stock	7,385
Non-Qualified Stock Option (right to buy)		Common Stock	11,139
Non-Qualified Stock Option (right to buy)		Common Stock	25,000

Explanation of Responses:

- (1) Options are exercisable in two (2) equal annual installments beginning August 15, 2002.
- (2) Options are exercisable in two (2) equal annual installments beginning April 23, 2002.
- (3) Options are exercisable in four (4) equal annual installments beginning February 1, 2002.

SIGNATURE OF REPORTING PERSON

/S/ Thatcher, Keith D.

DATE: February 11, 2002