

OPNET TECHNOLOGIES INC
 Form 4
 December 20, 2012

FORM 4

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

OMB APPROVAL

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

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FINN STEVEN G

2. Issuer Name and Ticker or Trading Symbol
OPNET TECHNOLOGIES INC [OPNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/18/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O OPNET TECHNOLOGIES, INC., 7255 WOODMONT AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

BETHESDA, MD 20814

(City) (State) (Zip)

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. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	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)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock	11/20/2012		G	V	5,000	D	\$ 0 111,000 D
Common Stock	12/03/2012		G	V	3,600	D	\$ 0 107,400 D
Common Stock	12/07/2012		G	V	13,000	D	\$ 0 94,400 D
Common Stock	12/07/2012		G ⁽¹⁾	V	38,000	D	\$ 0 56,400 D
	12/07/2012		G ⁽¹⁾	V	38,000	A	\$ 0 38,000 I ⁽¹⁾

Common Stock									By Finn Investors Limited Partnership
Common Stock	12/11/2012	G V	4,500	D	\$ 0	51,900	D		
Common Stock	12/18/2012	U	48,900	D	\$ 41.78 (2)	3,000	D		
Common Stock	12/18/2012	U	38,000	D	\$ 41.78 (2)	0	I (1)		By Finn Investors Limited Partnership
Common Stock	12/18/2012	D	3,000	D	\$ 41.78 (3)	0	D		

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

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(9-02)

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/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FINN STEVEN G C/O OPNET TECHNOLOGIES, INC.	X

7255 WOODMONT AVENUE
BETHESDA, MD 20814

Signatures

/s/Dennis R. McCoy,
Attorney-in-Fact

12/20/2012

__Signature of Reporting Person

Date

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) The Reporting Person transferred these shares by gift to Finn Investors Limited Partnership, a limited partnership of which the Reporting Person together with the Reporting Person's spouse are the sole general partners. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) These shares are being disposed of in connection with a Tender Offer Statement filed by Riverbed Technology, Inc. ("Riverbed") and Octagon Acquisition Corp. ("Octagon") relating to the offer by Octagon to purchase all of the issued and outstanding shares of common stock of the Issuer. The tender price of the shares of common stock is (i) \$36.55 in cash; and (ii) 0.2774 of a share of common stock of Riverbed. The purchase price shown is based on the closing price of Riverbed common stock on December 17, 2012 of \$18.85 per share.

(3) These shares were disposed of in connection with a merger by and between Riverbed and Octagon pursuant to which the issuer became a wholly-owned subsidiary of Riverbed. As a result of the merger, each outstanding share of common stock was automatically converted into the right to receive: (i) \$36.55 in cash; and (ii) 0.2774 shares of Riverbed common stock, without interest thereon and subject to any tax withholding. The price is based on the closing price of Riverbed common stock on December 17, 2012 of \$18.85 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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