

MUNKITTRICK RON
Form 3
March 17, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â MUNKITTRICK RON
(Last) (First) (Middle)

C/O RAMP CORPORATION,Â 33 MAIDEN LANE, 5TH FLOOR
(Street)

NEW YORK,Â NYÂ 10038
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/12/2004

3. Issuer Name and Ticker or Trading Symbol
RAMP CORP [RCO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

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

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------------|-------|------------|-----------------|---------|---------|----------------------------------|---|
| Option to Purchase Common Stock | Â (1) | 06/01/2009 | Common Stock | 1,250 | \$ 7.5 | D | Â |
| Option to Purchase Common Stock | Â (2) | 12/02/2009 | Common Stock | 902,256 | \$ 1.14 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MUNKITTRICK RON C/O RAMP CORPORATION 33 MAIDEN LANE, 5TH FLOOR NEW YORK, NY 10038 | Â | Â | Â CFO | Â |

Signatures

/s/ Ron
Munkittrick

03/10/2005

**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).
- (1) Vests in 12 equal quarterly installments commencing on September 1, 2004; fully vests on June 1, 2007.
- (2) 40% vests on January 1, 2005 and the remaining 60% vests in eight equal quarterly installments commencing on April 1, 2005; fully vests on January 1, 2007.

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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