

OPEN SOLUTIONS INC

Form 4

August 23, 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
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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KERN JAMES R

(Last) (First) (Middle)

**C/O OPEN SOLUTIONS INC., 455
WINDING BROOK DRIVE**

(Street)

GLASTONBURY, CT 06033

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OPEN SOLUTIONS INC [OPEN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP & GM Bank Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (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 (A) 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 08/22/2006 | | M | | 9,171 | A | \$ 13.05 | 0 | D |
| Common Stock | 08/22/2006 | | M | | 3,819 | A | \$ 21.45 | 0 | D |
| Common Stock | 08/22/2006 | | M | | 13,743 | A | \$ 23.3 | 0 | D |
| Common Stock | 08/22/2006 | | S | | 4,171 | D | \$ 29.2504 | 0 | D |
| Common Stock | 08/22/2006 | | S | | 1,000 | D | \$ 29.1004 | 0 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|---|
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.1002 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.2034 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,500 | D | \$ 29.2123 | 0 | D |
| Common Stock | 08/22/2006 | S | 500 | D | \$ 29.2924 | 0 | D |
| Common Stock | 08/22/2006 | S | 2,000 | D | \$ 29.2502 | 0 | D |
| Common Stock | 08/22/2006 | S | 819 | D | \$ 29.2903 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.2996 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.251 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,743 | D | \$ 29.501 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.451 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.431 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,500 | D | \$ 29.4443 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.3044 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.3 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.3114 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,500 | D | \$ 29.3541 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.3094 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.2554 | 0 | D |
| Common Stock | 08/22/2006 | S | 1,000 | D | \$ 29.2825 | 5,684 | D |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Date of Issuance (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (right to buy) | \$ 13.05 | 08/22/2006 | | M | 9,171 | <u>(1)</u> | 11/17/2013 | Common Stock | 9,171 | |
| Stock Option (right to buy) | \$ 21.45 | 08/22/2006 | | M | 3,819 | <u>(2)</u> | 01/31/2014 | Common Stock | 3,819 | |
| Stock Option (right to buy) | \$ 23.3 | 08/22/2006 | | M | 13,743 | <u>(3)</u> | 02/14/2015 | Common Stock | 13,743 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| KERN JAMES R C/O OPEN SOLUTIONS INC. 455 WINDING BROOK DRIVE GLASTONBURY, CT 06033 | SVP & GM Bank Sales |

Signatures

/s/ James R.
Kern 08/23/2006

**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) This option was granted on 11/17/2003 for 82,758 shares of common stock. 25% of the shares vested on 11/17/2004 and the remaining shares vest in equal monthly installments thereafter until 11/17/2007.
- (2) This option was granted on 1/31/2004 for 6,111 shares of common stock. 25% of the shares vested on 1/31/2005 and the remaining shares vest in equal monthly installments thereafter until 1/31/2008.
- (3) This option was granted on 2/14/2005 for 36,650 shares of common stock. 25% of the shares vested on 2/14/2006 and the remaining shares vest in equal monthly installments thereafter until 2/14/2009.

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.