

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Fleming Gordon</u>			<u>QAD INC [QADA, QADB]</u>		Director 10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		X Officer (give title below) Other (specify below)	
4232 ENCORE DRIVE			12/15/2010		EVP & Chief Marketing Officer	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SANTA BARBARA CA 93110					X Form filed by One Reporting Person	
(City) (State) (Zip)					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 (\$0.001 par value)	12/15/2010		J ⁽¹⁾	V	30,254	D	\$0	0	D	
Class B Common Stock (\$0.001 par value)	12/15/2010		J ⁽¹⁾	V	3,025	A	\$0	3,025	D	
Class A Common Stock (\$0.001 par value)	12/15/2010		J ⁽²⁾	V	12,101	A	\$0	12,101	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right (right to buy)	\$3.91	12/15/2010		D ⁽³⁾⁽⁴⁾			4,800	08/13/2010	07/12/2013	Common Stock	4,800	\$0	0	D	
Stock Appreciation Right (right to buy)	\$7.82	12/15/2010		A ⁽³⁾⁽⁴⁾		480		08/13/2010	07/12/2013	Class B Common Stock	480	\$0	480	D	
Stock Appreciation Right (right to buy)	\$7.82	12/15/2010		A ⁽³⁾⁽⁴⁾		1,920		08/13/2010	07/12/2013	Class A Common Stock	1,920	\$0	1,920	D	
Stock Appreciation Right (right to buy)	\$3.91	12/15/2010		D ⁽³⁾⁽⁴⁾			6,316	08/13/2010	06/07/2014	Common Stock	6,316	\$0	0	D	
Stock Appreciation Right (right to buy)	\$7.82	12/15/2010		A ⁽³⁾⁽⁴⁾		632		08/13/2010	06/07/2014	Class B Common Stock	632	\$0	632	D	
Stock Appreciation Right (right to buy)	\$7.82	12/15/2010		A ⁽³⁾⁽⁴⁾		2,527		08/13/2010	06/07/2014	Class A Common Stock	2,527	\$0	2,527	D	
Stock Appreciation Right (right to buy)	\$3.91	12/15/2010		D ⁽³⁾⁽⁴⁾			10,872	08/13/2010	04/02/2015	Common Stock	10,872	\$0	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right (right to buy)	\$7.82	12/15/2010		A ⁽³⁾⁽⁴⁾		1,088		08/13/2010	04/02/2015	Class B Common Stock	1,088	\$0	1,088	D	
Stock Appreciation Right (right to buy)	\$7.82	12/15/2010		A ⁽³⁾⁽⁴⁾		4,349		08/13/2010	04/02/2015	Class A Common Stock	4,349	\$0	4,349	D	
Stock Appreciation Right (right to buy)	\$3.91	12/15/2010		D ⁽³⁾⁽⁴⁾			1,944	08/13/2010	03/08/2012	Common Stock	1,944	\$0	0	D	
Stock Appreciation Right (right to buy)	\$7.82	12/15/2010		A ⁽³⁾⁽⁴⁾		195		08/13/2010	03/08/2012	Class B Common Stock	195	\$0	195	D	
Stock Appreciation Right (right to buy)	\$7.82	12/15/2010		A ⁽³⁾⁽⁴⁾		778		08/13/2010	03/08/2012	Class A Common Stock	778	\$0	778	D	
Stock Appreciation Right (right to buy)	\$4.9	12/15/2010		D ⁽³⁾⁽⁵⁾			25,000	10/15/2010	10/15/2017	Common Stock	25,000	\$0	0	D	
Stock Appreciation Right (right to buy)	\$9.8	12/15/2010		A ⁽³⁾⁽⁵⁾		2,500		10/15/2010	10/15/2017	Class B Common Stock	2,500	\$0	2,500	D	
Stock Appreciation Right (right to buy)	\$9.8	12/15/2010		A ⁽³⁾⁽⁵⁾		10,000		10/15/2010	10/15/2017	Class A Common Stock	10,000	\$0	10,000	D	

Explanation of Responses:

- Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock (\$0.001 par value) was reclassified into 0.1 of a share of Class B Common Stock (\$0.001 par value) (the "Reclassification").
- QAD declared a dividend of four shares of Class A Common Stock (\$0.001 par value) for each share of Class B Common Stock outstanding as of December 15, 2010 (the "Dividend") which is exempt from the reporting requirements of Section 16 pursuant to Rule 16a-9(a).
- As a result of the Reclassification and the Dividend (i) each Stock Appreciation Right ("SAR") outstanding on December 15, 2010 was automatically converted into two separate SARs, one with respect to a number of shares of Class B Common Stock equal to 0.1 times the number of existing Common Stock subject to such SAR, and one with respect to a number of shares of Class A Common Stock equal to 4.0 times the number of shares of Class B common Stock subject to such new SAR, and (ii) the applicable exercise price per share of each SAR shall be twice the exercise price for the existing Common Stock. Amendment of outstanding SARs is deemed cancellation of existing SARs and grant of replacement SARs.
- The SAR was originally granted on August 13, 2009 and provides for vesting commencing on August 13, 2010.
- The SAR was originally granted on October 15, 2009 and provides for vesting in four equal annual installments commencing on October 15, 2010.

Remarks:

Betty Weinert, attorney in fact 02/15/2011
for Gordon Fleming

** Signature of Reporting Person Date

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

* 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).

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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