

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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> (Last) (First) (Middle) <u>4232 ENCORE DRIVE</u> (Street) <u>SANTA BARBARA CA 93110</u> (City) (State) (Zip)			<u>QAD INC [qadi]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2009</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)		Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP & Chief Marketing Officer</u> 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			

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				
Non-Qualified Stock Option (right to buy)	\$12.43	08/13/2009		D			20,000	(1)	03/08/2012	Common Stock	20,000	(2)	0	D	
Stock Appreciation Right	\$3.91	08/13/2009		A		1,944		08/13/2010 ⁽²⁾	03/08/2012	Common Stock	1,944	\$3.91	1,944	D	
Non-Qualified Stock Option (right to buy)	\$7.84	08/13/2009		D			12,000	(3)	07/12/2013	Common Stock	12,000	(4)	0	D	
Stock Appreciation Right	\$3.91	08/13/2009		A		4,800		08/13/2010 ⁽⁴⁾	07/12/2013	Common Stock	4,800	\$3.91	4,800	D	
Stock Appreciation Right	\$6.97	08/13/2009		D			12,000	(5)	06/07/2014	Common Stock	12,000	(6)	0	D	
Stock Appreciation Right	\$3.91	08/13/2009		A		6,316		08/13/2010 ⁽⁶⁾	06/07/2014	Common Stock	6,316	\$3.91	6,316	D	
Stock Appreciation Right	\$9.3	08/13/2009		D			25,000	(7)	04/02/2015	Common Stock	25,000	(8)	0	D	
Stock Appreciation Right	\$3.91	08/13/2009		A		10,872		08/13/2010 ⁽⁸⁾	04/02/2015	Common Stock	10,872	\$3.91	10,872	D	

Explanation of Responses:

- The Stock Option provided for vesting in four equal annual installments beginning March 8, 2005.
- On August 13, 2009, the issuer cancelled, pursuant to the issuer's Stock Option and Stock Appreciation Right Exchange Program, a Stock Option granted to the reporting person on March 8, 2004 for 20,000 shares that vested in four equal annual installments beginning March 8, 2005. In exchange, the reporting person received a Stock Appreciation Right for 1,944 shares reported herein which will vest fully on August 13, 2010.
- The Stock Option provided for vesting in four equal annual installments beginning July 12, 2006.
- On August 13, 2009, the issuer cancelled, pursuant to the issuer's Stock Option and Stock Appreciation Right Exchange Program, a Stock Option granted to the reporting person on July 12, 2005 for 12,000 shares that vested in four equal annual installments beginning July 12, 2006. In exchange, the reporting person received a Stock Appreciation Right for 4,800 shares reported herein which will vest fully on August 13, 2010.
- The Stock Appreciation Right provided for vesting in four equal annual installments beginning June 7, 2007.

6. On August 13, 2009, the issuer cancelled, pursuant to the issuer's Stock Option and Stock Appreciation Right Exchange Program, a Stock Appreciation Right granted to the reporting person on June 7, 2006 for 12,000 shares that vested in four equal annual installments beginning June 7, 2007. In exchange, the reporting person received a Stock Appreciation Right for 6,316 shares reported herein. Three installments will vest on August 13, 2010 and the fourth installment will vest on June 7, 2011.

7. The Stock Appreciation Right provided for vesting in four equal annual installments beginning April 2, 2008.

8. On August 13, 2009, the issuer cancelled, pursuant to the issuer's Stock Option and Stock Appreciation Right Exchange Program, a Stock Appreciation Right granted to the reported person on April 2, 2007 for 25,000 shares that vested in four equal annual installments beginning April 2, 2008. In exchange, the reporting person received a Stock Appreciation Right for 10,872 shares reported herein. Two installments will vest on August 13, 2010, the third installment will vest on April 2, 2011 and the fourth installment will vest on April 2, 2012.

Betty Weinert, Attorney in
fact for Gordon Fleming

08/18/2009

** 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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