

**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

<b>1. Name and Address of Reporting Person*</b> <u>DESILETS ROLAND B</u>  (Last) (First) (Middle) <u>10000 MIDLANTIC DR</u> <u>SUITE 100E</u>  (Street) <u>MT. LAUREL NJ 08054</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>QAD INC [ qadi ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>04/23/2007</u>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Secy &amp; General Counsel</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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**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	04/23/2007		M		3,000	A	\$3.25	3,000	D	
Common Stock	04/23/2007		S		3,000	D	\$9.9289	0	D	
Common Stock	04/23/2007		M		10,000	A	\$9.71	10,000	D	
Common Stock	04/23/2007		S		10,000	D	\$9.9289	0	D	
Common Stock	04/23/2007		M		6,250	A	\$7.82	6,250	D	
Common Stock	04/23/2007		S		6,250	D	\$9.9289	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		Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$3.25	04/23/2007		M		3,000	02/05/2004	02/05/2011	Common Stock	3,000	\$3.25	0 <sup>(1)</sup>	D
Employee Stock Option (right to buy)	\$9.71	04/23/2007		M		10,000	05/21/2005	05/21/2012	Common Stock	10,000	\$9.71	10,000 <sup>(2)</sup>	D
Employee Stock Option (right to buy)	\$7.82	04/23/2007		M		6,250	07/19/2006	07/19/2013	Common Stock	6,250	\$7.82	18,750 <sup>(3)</sup>	D

**Explanation of Responses:**

- Original grant was for 12,000 shares. After this transaction, no shares remain of the original grant.
- Original grant was for 20,000 shares. After this transaction, 10,000 shares remain of the original option grant.
- Original grant was for 25,000 shares. After this transaction, 18,750 shares remain of the original option grant.

Betty Weinert, Attorney in  
fact for Roland B. Desilets

04/24/2007

\*\* 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.

**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 Number.**