

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* <u>NIEDZIELSKI VINCENT P</u> (Last) (First) (Middle) <u>6450 VIA REAL</u> (Street) <u>CARPINTERIA CA 93013</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>QAD INC [qadi]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/23/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/23/2005</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <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	09/23/2005		M		11,174	A	\$4.625	11,174	D	
Common Stock	09/23/2005		M		11,174	D	\$8.261	1,356 ⁽¹⁾	D	
Common Stock	09/26/2005		M		1,356	A	\$4.625	1,356	D	
Common Stock	09/26/2005		S		1,356	D	\$8.2536	0 ⁽²⁾	D	
Common Stock	09/26/2005		M		12,500	A	\$1.7813	12,500	D	
Common Stock	09/26/2005		S		12,500	D	\$8.2536	0 ⁽³⁾	D	
Common Stock	09/26/2005		M		15,000	A	\$2.7	15,000	D	
Common Stock	09/26/2005		S		15,000	D	\$8.2536	7,500 ⁽⁴⁾	D	
Common Stock	09/26/2005		M		7,500	A	\$3.25	7,500	D	
Common Stock	09/26/2005		S		7,500	D	\$8.2536	7,500 ⁽⁵⁾	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	Title	Amount or Number of Shares				
Non-Qualified Stock Option (Right to Buy)	\$4.625	09/23/2005		M		11,174	06/08/2001	06/08/2008	Common Stock	11,174	\$4.625	11,174	D	
Non-Qualified Stock Option (Right to Buy)	\$4.625	09/26/2005		M		1,356	06/08/2001	06/08/2008	Common Stock	1,356	\$4.625	1,356	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				
Non-Qualified Stock Option (Right to Buy)	\$1.7813	09/26/2005		M		12,500		12/01/2001	12/01/2008	Common Stock	12,500	\$1.7813	12,500	D	
Non-Qualified Stock Option (Right to Buy)	\$2.7	09/26/2005		M		15,000		06/05/2003	06/05/2010	Common Stock	15,000	\$2.7	15,000	D	
Non-Qualified Stock Option (Right to Buy)	\$3.25	09/26/2005		M		7,500		02/05/2004	02/05/2011	Common Stock	7,500	\$3.25	7,500	D	

Explanation of Responses:

1. Original option grant was for 20,000 shares. After this exercise, 1,356 shares remain of the original grant.
2. Original option grant was for 20,000 shares. After this exercise, no shares remain of the original grant.
3. Original option grant was for 18,750 shares. After this exercise, no shares remain of the original grant.
4. Original option grant was for 30,000 shares. After this exercise, 7,500 shares remain of the original grant.
5. Original option grant was for 15,000 shares. After this exercise, 7,500 shares remain of the original grant.

Betty Weinert, Attorney in fact for Vincent P. Niedzielski 09/27/2005

** 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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