

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>Bellamy Kara</u> (Last) (First) (Middle) <u>2425 SANTA BARBARA STREET</u> (Street) <u>SANTA BARBARA CA 93105</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>VP & Chief Accounting 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)	\$5.95	08/13/2009		D			4,000	(1)	08/26/2012	Common Stock	4,000	(2)	0	D	
Stock Appreciation Right	\$3.91	08/13/2009		A		1,908		08/13/2010 ⁽²⁾	08/26/2012	Common Stock	1,908	\$3.91	1,908	D	
Non-Qualified Stock Option (Right to Buy)	\$7.84	08/13/2009		D			4,000	(3)	07/12/2013	Common Stock	4,000	(4)	0	D	
Stock Appreciation Right	\$3.91	08/13/2009		A		1,600		08/13/2010 ⁽⁴⁾	07/12/2013	Common Stock	1,600	\$3.91	1,600	D	
Stock Appreciation Right	\$6.97	08/13/2009		D			6,000	(5)	06/07/2014	Common Stock	6,000	(6)	0	D	
Stock Appreciation Right	\$3.91	08/13/2009		A		3,160		08/13/2010 ⁽⁶⁾	06/07/2014	Common Stock	3,160	\$3.91	3,160	D	
Stock Appreciation Right	\$8.05	08/13/2009		D			12,000	(7)	12/14/2014	Common Stock	12,000	(8)	0	D	
Stock Appreciation Right	\$3.91	08/13/2009		A		5,716		08/13/2010 ⁽⁸⁾	12/14/2014	Common Stock	5,716	\$3.91	5,716	D	
Stock Appreciation Right	\$9.3	08/13/2009		D			10,000	(9)	04/02/2015	Common Stock	10,000	(10)	0	D	
Stock Appreciation Right	\$3.91	08/13/2009		A		4,348		08/13/2010 ⁽¹⁰⁾	04/02/2015	Common Stock	4,348	\$3.91	4,348	D	

Explanation of Responses:

- The Stock Option provided for vesting in four equal annual installments beginning August 26, 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 August 26, 2004 for 4,000 shares that vested in four equal annual installments beginning August 26, 2005. In exchange, the reporting person received a Stock Appreciation Right for 1,908 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.

4. 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 4,000 shares that vested in four equal annual installments beginning July 12, 2006. In exchange, the reporting person received a Stock Appreciation Right for 1,600 shares reported herein which will vest fully on August 13, 2010.
5. 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 6,000 shares that vested in four equal annual installments beginning June 7, 2007. In exchange, the reporting person received a Stock Appreciation Right for 3,160 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 December 14, 2007.
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 reporting person on December 14, 2006 for 12,000 shares that vested in four equal annual installments beginning December 14, 2007. In exchange, the reporting person received a Stock Appreciation Right for 5,716 shares reported herein. Two installments will vest on August 13, 2010, the third installment will vest on December 14, 2010 and the fourth installment will vest on December 14, 2011.
9. The Stock Appreciation Right provided for vesting in four equal annual installments beginning April 2, 2008.
10. 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 April 2, 2007 for 10,000 shares that vested in four equal annual installments beginning April 2, 2008. In exchange, the reporting person received a Stock Appreciation Right for 4,348 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 Kara Bellamy

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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