

WHITMAN STEPHEN V R
Form 4
December 13, 2012

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITMAN STEPHEN V R

2. Issuer Name and Ticker or Trading Symbol
SS&C Technologies Holdings Inc [SSNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Counsel

C/O SS&C TECHNOLOGIES HOLDINGS, INC., 80 LAMBERTON ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

WINDSOR, CT 06095

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/11/2012 | | M | | 9,921 | A | \$ 8.77 |
| | | | | | | | 9,921 |
| Common Stock | 12/11/2012 | | S | | 9,921 | D | \$ 23.29 |
| | | | | | | | 0 |
| | | | | | | | (1) |
| Common Stock | 12/12/2012 | | M | | 6,239 | A | \$ 8.77 |
| | | | | | | | 6,239 |
| Common Stock | 12/12/2012 | | S | | 6,239 | D | \$ 0 |
| | | | | | | | 23.14 |

(2)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 8.77 | 12/11/2012 | | M | 9,921 | <u>(3)</u> 08/09/2016 | Common Stock | 9,921 |
| Stock Option (right to buy) | \$ 8.77 | 12/12/2012 | | M | 6,239 | <u>(3)</u> 08/09/2016 | Common Stock | 6,239 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITMAN STEPHEN V R C/O SS&C TECHNOLOGIES HOLDINGS, INC. 80 LAMBERTON ROAD WINDSOR, CT 06095 | | | SVP and General Counsel | |

Signatures

Stephen V.R.
Whitman

12/13/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$23.25 to \$23.44. The reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(2) The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$23.10 to \$23.23. The reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(3) The option grant of August 9, 2006 consisted of 1) 120,686 "time-based" options that vested as to 25% on November 23, 2006 and as to 1/36th of the shares each month thereafter until fully vested on November 23, 2009, 2) 120,686 "performance-based" options that vested based on the determination of the Issuer's board of directors as to the satisfaction of certain performance criteria for each fiscal year 2006-2010 which were met resulting in the 100% vesting of such options, and 3) 60,343 "superior-options" which, upon the Issuer's initial public offering, became "performance-based" options that vested based on the determination of the Issuer's board of directors as to the satisfaction of certain performance criteria for fiscal years 2010 and 2011 which were met resulting in the 100% vesting of such options. Of the total 301,715 options granted, the reporting person previously exercised 48,507 options in February 2011, 89,999 options in August 2012 and 60,000 options in December 2012.

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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