

Edgar Filing: CONCERO INC - Form 5

CONCERO INC
 Form 5
 February 14, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 5
 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue.

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)

Hetzel, Cathy
 6300 Bridgepoint Parkway
 Building One, Suite 500
 Austin, TX 78730

2. Issuer Name and Ticker or Trading Symbol

Concero Inc. (CERO)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

12/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. VP-Sales

7. Individual or Joint/Group Filing (Check Applicable Line)

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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) A or D Price
----------------------	---	-----------------------------	--

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D
------------------------------------	--	-----------------------------	-----------------------------	---

Non-Qualified Stock Option (right to buy)	\$0.6200	09/07/01	A	50,000
--	----------	----------	---	--------

Edgar Filing: CONCERO INC - Form 5

Non-Qualified Stock Option (right to buy)	\$0.6200	09/07/01	A	16,936	
Non-Qualified Stock Option (right to buy)	\$0.6200	09/07/01	A	25,000	
Non-Qualified Stock Option (right to buy)	\$0.6200	09/07/01	A	25,000	
Non-Qualified Stock Option (right to buy)	\$9.6250				
Non-Qualified Stock Option (right to buy)	\$36.0000	03/07/01	J		50,000

Table II (PART 2) Derivative Securitized Acquired, Disposed of, or Beneficially Owned (Columns

1) Title of Derivative Security	3) Trans- action Date	7) Title and Amount of Underlying Securities	Amount or Number of Shares	8) Price of Deri- vative Security
-		Title		
Non-Qualified Stock Option (right to buy)	09/07/01	Common Stock	50,000	
Non-Qualified Stock Option (right to buy)	09/07/01	Common Stock	16,936	
Non-Qualified Stock Option (right to buy)	09/07/01	Common Stock	25,000	
Non-Qualified Stock Option (right to buy)	09/07/01	Common Stock	25,000	
Non-Qualified Stock Option (right to buy)		Common Stock	12,500	
Non-Qualified Stock Option (right to buy)	03/07/01	Common Stock	50,000	\$36.0000

Explanation of Responses:

-

(1) The options are exercisable in four (4) equal installments. Three (3) installments annually the remaining installment six (6) months after the last annual installment.

(2) The options are exercisable in two (2) equal annual installments beginning September 7, 2002.

(3) The options are exercisable in four (4) equal annual installments beginning September 7, 2002.

SIGNATURE OF REPORTING PERSON

/S/ Hetzel, Cathy

DATE: February 11, 2002