

KERN JAMES R
Form 4
January 20, 2005

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 *
KERN JAMES R

2. Issuer Name and Ticker or Trading Symbol
OPEN SOLUTIONS INC [OPEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O OPEN SOLUTIONS INC., 300 WINDING BROOK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & GM Banking Group

(Street)
GLASTONBURY, CT 06033

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 01/18/2005 | | M | A | 4,000 | \$ 13.05 | 0 D |
| Common Stock | 01/18/2005 | | S ⁽¹⁾ | D | 500 | \$ 23.8408 | 0 D |
| Common Stock | 01/18/2005 | | S ⁽¹⁾ | D | 250 | \$ 23.72 | 0 D |
| Common Stock | 01/18/2005 | | S ⁽¹⁾ | D | 1,250 | \$ 23.7 | 0 D |
| Common Stock | 01/18/2005 | | S ⁽¹⁾ | D | 250 | \$ 23.66 | 0 D |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|------------|---|---|
| Common Stock | 01/18/2005 | S ⁽¹⁾ | 250 | D | \$ 23.712 | 0 | D |
| Common Stock | 01/18/2005 | S ⁽¹⁾ | 250 | D | \$ 23.78 | 0 | D |
| Common Stock | 01/18/2005 | S ⁽¹⁾ | 250 | D | \$ 23.722 | 0 | D |
| Common Stock | 01/18/2005 | S ⁽¹⁾ | 250 | D | \$ 23.76 | 0 | D |
| Common Stock | 01/18/2005 | S ⁽¹⁾ | 250 | D | \$ 23.73 | 0 | D |
| Common Stock | 01/18/2005 | S ⁽¹⁾ | 500 | D | \$ 23.7571 | 0 | D |

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

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 control number.

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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. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Stock Option (right to buy) | \$ 13.05 | 01/18/2005 | | M | 4,000 | (2) | 11/17/2013 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KERN JAMES R C/O OPEN SOLUTIONS INC. | | | SVP & GM Banking Group | |

300 WINDING BROOK DRIVE
GLASTONBURY, CT 06033

Signatures

/s/ James R.

01/20/2005

Kern

 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 reported sale was effected by a broker transaction pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the reporting person.
 - (2) This option was granted on 11/17/2003 for 82,758 shares of common stock. 25% of the shares vested on 11/17/2004 and the remaining shares vest in equal monthly installments thereafter until 11/17/2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.