

INFOSPACE INC
Form 4
September 22, 2011

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 *
McElfresh Travis

(Last) (First) (Middle)
601 108TH AVENUE NE, SUITE 1200
(Street)

BELLEVUE, WA 98004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INFOSPACE INC [INSP]

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Technology Officer

6. 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 (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	09/20/2011		M		19,998	A	\$ 8.26
Common Stock	09/20/2011		S ⁽¹⁾		19,998	D	\$ 9.35 <u>(2)</u>
Common Stock	09/20/2011		F		8,815	D	\$ 9.12
Common Stock	09/21/2011		S ⁽¹⁾		12,107	D	\$ 9.01 <u>(3)</u>

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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)	\$ 8.26	09/20/2011		M	19,998	⁽⁴⁾ 09/20/2017	Common Stock	19,998

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McElfresh Travis
601 108TH AVENUE NE, SUITE 1200
BELLEVUE, WA 98004

Chief
Technology
Officer

Signatures

/s/ Linda Schoemaker, as
Attorney-in-Fact

09/22/2011

**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 sale was effected pursuant to a Rule 10b5-1 trading plan initially adopted by the reporting person on May 25, 2011. The plan provides for the sale of a maximum of approximately 64,255 shares of common stock (based on estimated tax withholding upon RSU vesting and provided specified minimum trading prices are satisfied, as applicable). After the last transaction reported on this Form 4, a maximum of approximately 32,150 shares remain available for sale under the plan (based on estimated tax withholding upon RSU vesting and provided specified minimum trading prices are satisfied, as applicable). The plan expires on the earlier of May 25, 2013, or the date all shares under the plan are sold.
- (2) These shares sold at prices ranging from \$9.30 to \$9.38 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

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- (3) These shares sold at prices ranging from \$8.95 to \$9.07 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (4) The initial grant of a stock option for 200,000 shares of common stock vests according to the following schedule: 33.33% vested on September 20, 2011, and approximately 16.67% vests at the end of each six-month period thereafter, such that the option will be fully vested on September 20, 2013.

Remarks:

Exhibit 24 - Power of Attorney

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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