

DREW JOHN
Form 4
August 14, 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 *
KIMBALL RICK

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

2. Issuer Name and Ticker or Trading Symbol
ZILLOW INC [Z]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
May be part of 13(g) group

(Street)

PALO ALTO, CA 94301

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) Code V Amount (D) Price			
Class A Common Stock	08/10/2012		S	551 D \$ 37.13	0	I	The Kimball 2021 GRAT B DTD 3/16/11 ⁽¹⁾
Class A Common Stock					4,481	I	The Richard and Kathryn Kimball

Class	Date	Type	Quantity	Price	Code	Relationship
Class A Common Stock	08/10/2012	S	1,307	\$ 37.10	D	Family Trust UTA dated 2/23/94 ⁽²⁾
Class A Common Stock					I	The Drew Family Trust dated 10/5/2004 ⁽³⁾
Class A Common Stock			2,943,729		I	TCV V, L.P. ⁽⁴⁾
Class A Common Stock			57,162		I	TCV Member Fund, L.P. ⁽⁵⁾

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES		X		May be part of 13(g) group

528 RAMONA STREET
PALO ALTO, CA 94301

DREW JOHN
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

May be part of 13(g) group

Signatures

Frederic D. Fenton, Authorized signatory for Richard H. Kimball

08/14/2012

__Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for John L. Drew

08/14/2012

__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) Mr. Kimball is a trustee of The Kimball 2021 GRAT B DTD 3/16/11. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) Mr. Kimball is a trustee of The Richard and Kathryn Kimball Family Trust UTA dated 2/23/94. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) Mr. Drew is a trustee of The Drew Family Trust dated 10/5/2004. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(4) These shares are directly held by TCV V, L.P. ("TCV V"). Richard H. Kimball, John L. Drew and two other individuals (collectively the "TCM Members") are Class A Members of Technology Crossover Management V, L.L.C. ("TCM V"), which is the sole general partner of TCV V. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV V, but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(5) These shares are directly held by TCV Member Fund, L.P. ("Member Fund"). Each of the TCM Members are (i) Class A Members of TCM V, which is a general partner of Member Fund, and (ii) limited partners of Member Fund. The TCM Members and TCM V may be deemed to beneficially own the shares held by Member Fund, but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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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