

Yasuda Steven J
 Form 4
 November 08, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Yasuda Steven J

(Last) (First) (Middle)
 10850 GOLD CENTER DRIVE, SUITE 250
 (Street)

RANCHO CORDOVA, CA 95670

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 INSWEB CORP [INSW]

3. Date of Earliest Transaction (Month/Day/Year)
 11/04/2011

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 Accounting 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	11/04/2011		S		12,400	D	\$ 8.36
Common Stock	11/04/2011		S		4,900	D	\$ 8.33
Common Stock	11/07/2011		S		26,600	D	\$ 8.38
Common Stock	11/08/2011		S		3,429	D	\$ 8.36

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase	\$ 3.48	11/04/2011		M	15,000	01/25/2007	01/25/2012	Common Stock	15,000
Option to purchase	\$ 4.95	11/04/2011		M	2,300	04/01/2002	04/01/2012	Common Stock	2,300
Option to purchase	\$ 6.7	11/07/2011		M	2,089	04/27/2007	04/24/2012	Common Stock	2,089
Option to purchase	\$ 5.25	11/07/2011		M	11,311	03/30/2010	03/30/2015	Common Stock	11,311
Option to purchase	\$ 4.95	11/07/2011		M	5,700	04/01/2002	04/01/2012	Common Stock	5,700
Option to purchase	\$ 6.7	11/07/2011		M	7,500	04/27/2007	01/25/2012	Common Stock	7,500
Option to purchase	\$ 5.25	11/08/2011		M	3,429	03/30/2010	03/30/2015	Common Stock	3,429

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yasuda Steven J 10850 GOLD CENTER DRIVE SUITE 250 RANCHO CORDOVA, CA 95670			Chief Accounting Officer	

Signatures

/s/ L. Eric Loewe, Attorney in fact for Steven
Yasuda

11/08/2011

__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).

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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