

Katz Andrew S
Form 4/A
October 24, 2011

FORM 4

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

OMB APPROVAL

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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 *
Katz Andrew S

(Last) (First) (Middle)
11 WEST 19TH STREET, 10TH FLOOR
(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
interclick, inc. [ICKL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
05/20/2011

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, par value \$0.001	03/21/2011		A		30,000 (7) A \$ 0 72,625	D	
Common Stock, par value \$0.001	05/18/2011		C		20,000 A \$ 2 92,625 (1)	D	
Common Stock, par value \$0.001	05/18/2011		C		833 A \$ 4.5 93,458	I (2)	See footnote 2 (2)

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Common Stock, par value \$0.001	05/18/2011	C	833	A	\$ 4	94,291	I ⁽³⁾	See footnote 3 ⁽³⁾
Common Stock, par value \$0.001	05/18/2011	S	18,700	D	\$ 7	75,591	D	
Common Stock, par value \$0.001	05/18/2011	S	200	D	\$ 7	75,391	D	
Common Stock, par value \$0.001	05/18/2011	S	200	D	\$ 7.05	75,191	D	
Common Stock, par value \$0.001	05/18/2011	S	900	D	\$ 7.06	74,291	D	
Common Stock, par value \$0.001	05/18/2011	S	319	D	\$ 7.01	75,972	I ⁽⁴⁾	See footnote 4 ⁽⁴⁾
Common Stock, par value \$0.001	05/18/2011	S	1,347	D	\$ 7.01	72,625	I ⁽⁵⁾	See footnote 5 ⁽⁵⁾
Common Stock, par value \$0.001	05/19/2011	S	1,100	D	\$ 7	71,525	D	
Common Stock, par value \$0.001	05/19/2011	C	1,100	A	\$ 2	72,625	D	
Common Stock, par value \$0.001	05/20/2011	C	400	A	\$ 2	73,025	D	
Common Stock, par value \$0.001	05/20/2011	S	400	D	\$ 6.95	72,625	D	
	05/20/2011	C	100	A	\$ 2	72,725	D	

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Common Stock, par value \$0.001							
Common Stock, par value \$0.001	05/20/2011	S	100	D	\$ 6.97	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	200	A	\$ 2	72,825	D
Common Stock, par value \$0.001	05/20/2011	S	200	D	\$ 6.97	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	5,115	A	\$ 2	77,740	D
Common Stock, par value \$0.001	05/20/2011	S	5,115	D	\$ 6.87	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	200	A	\$ 2	72,825	D
Common Stock, par value \$0.001	05/20/2011	S	200	D	\$ 6.87	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	300	A	\$ 2	72,995	D
Common Stock, par value \$0.001	05/20/2011	S	300	D	\$ 6.88	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	1,100	A	\$ 2	73,725	D
	05/20/2011	S	1,100	D	\$ 6.9	72,625	D

Common
Stock, par
value
\$0.001

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 2	05/18/2011		C	20,000	09/21/2009 09/21/2012	Common Stock, par value \$0.001 20,000
Stock Options	\$ 4.5	05/18/2011		C	833	02/12/2011 02/12/2015	Common Stock, par value \$0.001 833
Stock Options	\$ 4	05/18/2011		C	833	09/28/2010 09/28/2014	Common Stock, par value \$0.001 833
Stock Options	\$ 2	05/19/2011		C	1,100	09/21/2009 09/21/2012	Common Stock, par value \$0.001 1,100
Stock Options	\$ 2	05/20/2011		C	700	09/21/2009 09/21/2012	Common Stock, par value \$0.001 700
Stock Options	\$ 2	05/20/2011		C	3,200	09/21/2009 09/21/2012	Common Stock, par value 3,200

