

Fenton Noel J
Form 4
April 30, 2012

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 *
Fenton Noel J

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 4, SUITE 160

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LoopNet, Inc. [LOOP]

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	04/30/2012		D	15,000 D 0	0	I	By The Fenton Family Trust
Common Stock	04/30/2012		D	1,446,577 D 0	0	I	By Trinity Ventures IX, L.P. (2)
Common Stock	04/30/2012		D	16,220 D 0	0	I	By Trinity IX Side-By-Side Fund, L.P. (2)
Common Stock	04/30/2012		D	21,577 D 0	0	I	By Trinity IX Entrepreneurs' Fund, L.P. (2)

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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 Security (Instr. 3 and 4)	8. Amount of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Stock Option (Right to Buy)	\$ 19.06	04/30/2012		D	10,500	05/23/2008 ⁽³⁾ 05/22/2014	Common Stock	1	
Stock Option (Right to Buy)	\$ 13.18	04/30/2012		D	10,500	05/29/2009 ⁽³⁾ 05/28/2015	Common Stock	1	
Stock Option (Right to Buy)	\$ 8.07	04/30/2012		D	10,500	05/28/2010 ⁽³⁾ 05/27/2016	Common Stock	1	
Stock Option (Right to Buy)	\$ 10.72	04/30/2012		D	10,500	05/11/2011 ⁽³⁾ 05/10/2017	Common Stock	1	
Series A Convertible Preferred Stock	\$ 6.72	04/30/2012		C	9,721	04/14/2009 ⁽⁵⁾ ⁽⁶⁾	Common Stock	1,4	
Series A Convertible Preferred Stock	\$ 6.72	04/30/2012		C	109	04/14/2009 ⁽⁵⁾ ⁽⁶⁾	Common Stock	1	
Series A Convertible Preferred Stock	\$ 6.72	04/30/2012		C	145	04/14/2009 ⁽⁵⁾ ⁽⁶⁾	Common Stock	2	

