

INFOSPACE INC
Form 4
April 03, 2006

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 *
ROSTOV DAVID

(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)
04/03/2006

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 Financial 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/03/2006 | | M ⁽¹⁾ | | 30,000 | A | \$ 11.329 |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | | 336 | D | \$ 27.66 |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | | 4,928 | D | \$ 27.689 |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | | 1,417 | D | \$ 27.75 |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | | 4,736 | D | \$ 27.7934 |
| | | | | | | | 30,000 |
| | | | | | | | 29,664 |
| | | | | | | | 24,736 |
| | | | | | | | 23,319 |
| | | | | | | | 18,583 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|------------|--------|---|
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 2,234 | D | \$ 27.8059 | 16,349 | D |
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 1,421 | D | \$ 28 | 14,928 | D |
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 14,928 | D | \$ 28.0158 | 0 | D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 11.329 | 04/03/2006 | | M ⁽¹⁾ | 30,000 | ⁽²⁾ 04/02/2010 | Common Stock | 30,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSTOV DAVID 601 108TH AVENUE NE, SUITE 1200 BELLEVUE, WA 98004 | | | Chief Financial Officer | |

Signatures

/s/ Rostov,
David

04/03/2006

**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 exercise of the stock option and the sale of Common Stock reported on this form were made pursuant to a plan previously adopted by Mr. Rostov, which plan was intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.
- (2) The option became exercisable as to 25% of the original grant of 150,000 shares on April 2, 2004 and vests as to 2.08333% of the shares on a monthly basis thereafter, being fully vested and exercisable on April 2, 2007.

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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