

KRETZMER W BRIAN

Form 4

February 22, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRETZMER W BRIAN

(Last) (First) (Middle)

6922 HOLYWOOD BLVD., SUITE
500

(Street)

LOS ANGELES, CA 90028

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
J2 GLOBAL, INC. [JCOM]

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

02/22/2012

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 \$0.01 Par Value	02/22/2012		M ⁽¹⁾		13,668	A	\$ 20.91	42,192	D
Common Stock \$0.01 Par Value	02/22/2012		M ⁽¹⁾		6,672	A	\$ 21.67	48,864	D
Common Stock \$0.01 Par Value	02/22/2012		M ⁽¹⁾		3,657	A	\$ 22.92	52,521	D

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Common Stock \$0.01 Par Value	02/22/2012	S	23,997	D	\$ 30.21 <u>(2)</u>	28,524	D
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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)	8. Amount or Number of Shares
Options to Purchase Common Stock	\$ 20.91	02/22/2012		M	13,668	<u>(3)</u> 05/05/2018	Common Stock \$0.01 Par Value	13,668
Options to Purchase Common Stock	\$ 21.67	02/22/2012		M	6,672	<u>(4)</u> 05/07/2019	Common Stock \$0.01 Par Value	6,672
Options to Purchase Common Stock	\$ 22.92	02/22/2012		M	3,657	<u>(5)</u> 05/06/2020	Common Stock \$0.01 Par Value	3,657

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KRETZMER W BRIAN 6922 HOLYWOOD BLVD.	X

SUITE 500
LOS ANGELES, CA 90028

Signatures

/s/ William Brian
Kretzmer

02/22/2012

__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) These shares were acquired upon exercise of stock options issued under the Issuer's 2007 Stock Plan identified as exercised in Part II of this form 4.
Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging
(2) from \$29.89 to \$30.00 per share. The Reporting Person hereby undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
(3) The stock options vest in five (5) equal annual installments commencing May 5, 2009.
(4) The stock options vest in five (5) equal annual installments commencing May 7, 2010.
(5) The stock options vest in five (5) equal annual installments commencing May 6, 2011.
(6) Stock options granted for services rendered; no value placed on services rendered.

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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