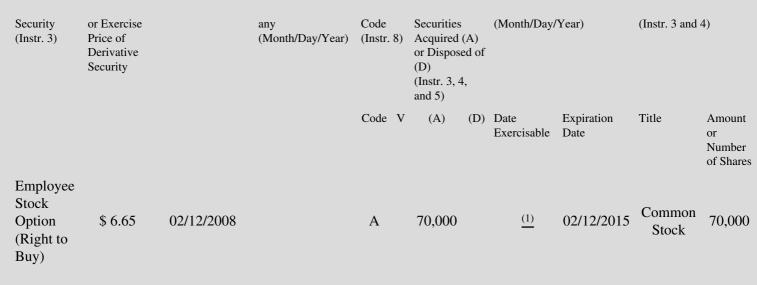
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| Melrose Consta Form 4 | ince | | | | | | | | |
|---|------------------------------------|----------------|---|--|---------------------------|---|---|--|---|
| February 14, 20 |)08 | | | | | | | | |
| FORM 4 | 4 UNITED | STATES | SECU | RITIES A | AND EX | CHANGE | COMMISSIO | | PPROVAL |
| | | DINIL D | | shington | | | | Number: | 3235-0287 |
| Check this box | | | | CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | Expires: Estimated burden hou response | urs per |
| Form 5 obligations may continu <i>See</i> Instruction 1(b). | e. Section 17(| a) of the l | Public U | Itility Hol | ding Cor | | nge Act of 1934, of 1935 or Section 940 | | |
| (Print or Type Resp | ponses) | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Melrose Constance | | | 2. Issuer Name and Ticker or Trading Symbol DICE HOLDINGS, INC. [DHX] | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (| Middle) | | | | | (Che | eck all applicabl | e) |
| C/O DICE HOLDINGS, INC., 3 PARK AVENUE, 33RD FLOOR | | | Date of Earliest Transaction (Month/Day/Year) 02/12/2008 | | | Director 10% Owner X_ Officer (give titleX_ Other (specify below) below) VP Treas. & Strategic Planning / See Remarks | | | |
| (Street) | | | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| NEW YORK, NY 10016 | | | Filed(Month/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Tab | ole I - Non-I | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned |
| | Transaction Date onth/Day/Year) | Execution any | Date, if | 3. Transactio Code (Instr. 8) Code V | Disposed (Instr. 3, 4 | (A) or of (D) | Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Reminder: Report | on a separate line | e for each cl | ass of sec | urities benet | ficially ow | ned directly of | or indirectly. | | |
| · | · | | | | Perso inforn requir | ns who res nation cont red to respo tys a curren | pond to the colle ained in this form and unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) |
| | Tab | | | | | posed of, or convertible s | Beneficially Owner securities) | đ | |

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|------------|---------------------|--------------------|----------|---------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transact | iorDerivative | Expiration Date | Underlying Securities |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|--------------------------------|-------------|--|--|
| , of the second s | Director | 10% Owner | Officer | Other | | |
| Melrose Constance C/O DICE HOLDINGS, INC. 3 PARK AVENUE, 33RD FLOOR NEW YORK, NY 10016 | | | VP Treas. & Strategic Planning | See Remarks | | |
| Signatures | | | | | | |
| lel Cometence | | | | | | |

| /s/ Constance Melrose | 02/14/2008 | | |
|--|------------|--|--|
| <u>**</u> 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 options vest over four years, with the first 25% vesting on the first anniversary of the date of grant (February 12, 2009) and 6.25% vesting quarterly thereafter.

Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934 owni more than 10% of the common stock. The reporting person disclaims beneficial ownership of any securities deemed to be ow by the group that are not directly owned by the reporting person. This report shall not be deemed an admission that the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.