CASE STEPHEN M

Form 4

February 07, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Revolution Living LLC**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

GAIAM INC [GAIA] 3. Date of Earliest Transaction

(Check all applicable)

1717 RHODE ISLAND AVENUE,

(First)

N.W.

(Month/Day/Year)

02/06/2007

Director _X__ 10% Owner Officer (give title __ Other (specify below)

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting

WASHINGTON,, DC 20036

(C	ity)	(State)	(Zıp)	Table I - Non	-Derivat	ive S	ecur	ities Acquii	ed, Disp	osed	of, o	or Bene	eficially Owned
	c	0.55	D . 01 D		4 0			. 1 (4)			c		5 37 .

1.11the of	2. Transaction Date	ZA. Deemed	3.	4. Securities	Acquire	u (A)	3. Alliount of	0.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	or Disposed	of (D)		Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			C 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			

Class A

Common S 2,500,000 D D Stock, par 02/06/2007

value \$0.0001

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: CASE STEPHEN M - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	1		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Ziicicisaoie	2		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Revolution Living LLC 1717 RHODE ISLAND AVENUE, N.W. WASHINGTON,, DC 20036		X					
REVOLUTION MANAGEMENT CO LLC 1717 RHODE ISLAND AVE, N.W. WASHINGTON,, DC 20036		X					
Revolution LLC 1717 RHODE ISLAND AVENUE, N.W. WASHINGTON,, DC 20036		X					
Stephen M Case Revocable Trust PO BOX 33139 WASHINGTON,, DC 20033-3139		X					
CASE STEPHEN M PO BOX 33139 WASHINGTON,, DC 20033-3139		X					
Signatures							

/s/ RONALD A. KLAIN, 02/06/2007 attorney-in-fact

**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)

Reporting Owners 2

Edgar Filing: CASE STEPHEN M - Form 4

On February 6, 2007, Revolution Living LLC sold 2,500,000 shares of Class A Common Stock, par value \$0.0001, to Gaiam, Inc. The securities were owned directly by Revolution Living LLC. Revolution Living LLC is part of a multi-tier holding structure, and is held by Revolution Management Company LLC and its parent Revolution LLC, which in turn is owned by Stephen M. Case Revocable Trust, the trustee of which is Stephen M. Case. Accordingly, each of Revolution Management Company LLC, Revolution LLC, Stephen M. Case Revocable Trust and Stephen M. Case may be deemed to be an indirect beneficial owner of the securities held by Revolution Living LLC.

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.