

INFOSPACE INC
Form 4
December 22, 2008

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 *
BINDER DAVID BRADLEY

(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)
12/20/2008

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)

CFO & Treasurer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/20/2008 | | M | | 10,000 | A | \$ 7.65 |
| Common Stock | 12/20/2008 | | F ⁽¹⁾ | | 3,645 | D | \$ 7.65 |
| Common Stock | 12/20/2008 | | M | | 9,923 | A | \$ 7.65 |
| Common Stock | 12/20/2008 | | F ⁽¹⁾ | | 3,616 | D | \$ 7.65 |
| Common Stock | 12/20/2008 | | M | | 3,348 | A | \$ 7.65 |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|---------|--------|---|
| Common Stock | 12/20/2008 | F ⁽¹⁾ | 1,220 | D | \$ 7.65 | 35,376 | D |
| Common Stock | 12/20/2008 | M | 3,323 | A | \$ 7.65 | 38,699 | D |
| Common Stock | 12/20/2008 | F ⁽¹⁾ | 1,211 | D | \$ 7.65 | 37,488 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 ⁽²⁾ | 12/20/2008 | | M | 10,000 | ⁽³⁾ ⁽³⁾ | Common Stock | 10,000 |
| Restricted Stock Units | ⁽²⁾ | 12/20/2008 | | M | 9,923 | ⁽³⁾ ⁽³⁾ | Common Stock | 9,923 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 12/20/2008 | | M | 3,348 | ⁽³⁾ ⁽³⁾ | Common Stock | 3,348 |
| Restricted Stock Units | ⁽²⁾ | 12/20/2008 | | M | 3,323 | ⁽³⁾ ⁽³⁾ | Common Stock | 3,323 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BINDER DAVID BRADLEY 601 108TH AVENUE NE, SUITE 1200 | | | CFO & Treasurer | |

BELLEVUE, WA 98004

Signatures

By: Alejandro C. Torres, General Counsel, InfoSpace, Inc., as
Attorney-in-Fact

12/22/2008

__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) Shares of InfoSpace, Inc. common stock withheld by InfoSpace, Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.
- (2) Each restricted stock unit ("RSU") represents the right to receive, following vesting, one share of InfoSpace, Inc. common stock.
- (3) These RSUs vested on December 20, 2008.

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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