

HANDELSMAN MICHAEL J.

Form 4

January 03, 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

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2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HANDELSMAN MICHAEL J.

(Last) (First) (Middle)

C/O LOOPNET, INC., 2100 E.  
ROUTE, SUITE 200

(Street)

GLENDORA, CA 91740

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
LoopNet, Inc. [LOOP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/29/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

SVP &amp; Group General Manager

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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	12/29/2011		F(1)		584	D	\$ 18.35
Common Stock	12/29/2011		F(1)		876	D	\$ 18.35
Common Stock	12/29/2011		F(1)		2,918	D	\$ 18.35
Common Stock	12/29/2011		F(1)		8,753	D	\$ 18.35
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Common Stock	12/29/2011	A	75,000 <u>(2)</u>	A	\$ 0	99,991	D
Common Stock	12/29/2011	<u>F(1)</u>	35,010	D	\$ 18.35	64,981	D
Common Stock	12/30/2011	M	42,500	A	\$ 12	107,481	D
Common Stock	12/30/2011	<u>F(3)</u>	33,343	D	\$ 18.35	74,138	D
Common Stock	12/30/2011	M	15,000	A	\$ 16.07	89,138	D
Common Stock	12/30/2011	<u>F(3)</u>	14,008	D	\$ 18.35	75,130	D
Common Stock	12/30/2011	M	10,000	A	\$ 11.06	85,130	D
Common Stock	12/30/2011	<u>F(3)</u>	7,883	D	\$ 18.35	77,247	D
Common Stock	12/30/2011	M	16,876	A	\$ 7.26	94,123	D
Common Stock	12/30/2011	<u>F(3)</u>	11,440	D	\$ 18.35	82,683	D
Common Stock	12/30/2011	M	25,000	A	\$ 9.97	107,683	D
Common Stock	12/30/2011	<u>F(3)</u>	18,914	D	\$ 18.35	88,769	D
Common Stock	12/30/2011	M	25,000	A	\$ 11.13	113,769	D
Common Stock	12/30/2011	<u>F(3)</u>	19,757	D	\$ 18.35	94,012	D
Common Stock	12/30/2011	M	25,000	A	\$ 11.13	119,012	D
Common Stock	12/30/2011	<u>F(3)</u>	19,756	D	\$ 18.35	99,256	D

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

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SEC 1474  
(9-02)

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

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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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Stock Option (Right to Buy)	\$ 12	12/30/2011		M	42,500 (4)	07/06/2006 06/06/2016	Common Stock 42
Stock Option (Right to Buy)	\$ 16.07	12/30/2011		M	15,000 (4)	04/21/2007 03/20/2014	Common Stock 15
Stock Option (Right to Buy)	\$ 11.06	12/30/2011		M	10,000 (4)	02/09/2008 01/08/2015	Common Stock 10
Stock Option (Right to Buy)	\$ 7.26	12/30/2011		M	16,876 (4)	03/13/2009 02/12/2016	Common Stock 16
Stock Option (Right to Buy)	\$ 9.97	12/30/2011		M	25,000 (4)	03/11/2010 02/10/2017	Common Stock 25
Stock Option (Right to Buy)	\$ 11.13	12/30/2011		M	25,000 (4)	10/01/2010 08/31/2017	Common Stock 25
Stock Option (Right to Buy)	\$ 11.13	12/30/2011		A	150,000 (5)	12/30/2011 08/31/2017	Common Stock 15
Stock Option (Right to Buy)	\$ 11.13	12/30/2011		M	25,000 (5)	12/30/2011 08/31/2017	Common Stock 25

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

HANDELSMAN MICHAEL J.  
C/O LOOPNET, INC.  
2100 E. ROUTE, SUITE 200  
GLEN DORA, CA 91740

SVP & Group General Manager

## Signatures

/s/ Maria T. Valles, as  
Attorney-in-fact

01/03/2012

\_\_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).

Pursuant to the approval by the Compensation Committee of the Issuer of the acceleration of the vesting of all unvested restricted stock units, all unvested restricted stock units are therefore fully vested as of the Transaction Date. The amount of restricted stock units withheld is based on the closing price of December 29, 2011.

75,000 performance based restricted stock units were granted by the Issuer on September 1, 2010. Pursuant to the approval by the Compensation Committee of the Issuer of the acceleration of the vesting of all unvested restricted stock units, all unvested restricted stock units are therefore fully vested as of the Transaction Date.

Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the above-reported exercise of options. The amount of shares withheld is based on the closing price on December 29, 2011.

Pursuant to the approval by the Compensation Committee of the Issuer of the acceleration of the vesting of all unvested shares, all shares are fully vested and exercisable as of the Transaction Date.

A performance based stock option grant for 150,000 shares was granted by the Issuer on September 1, 2010. Pursuant to the approval by the Compensation Committee of the Issuer of the acceleration of the vesting of a portion of the unvested shares, 25,000 shares are therefore fully vested and exercisable as of the Transaction Date.

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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