

SAINT FREDERICK G.
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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAINT FREDERICK G.

(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 ____ Other (specify
below) below)

SVP - Product & Bus. Dev.

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⁾		531	D	\$ 18.35	57,249	D
Common Stock	12/29/2011		F ⁽¹⁾		796	D	\$ 18.35	56,453	D
Common Stock	12/29/2011		F ⁽¹⁾		2,654	D	\$ 18.35	53,799	D
Common Stock	12/29/2011		F ⁽¹⁾		11,940	D	\$ 18.35	41,859	D
Common Stock	12/29/2011		F ⁽¹⁾		7,960	D	\$ 18.35	33,899	D

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Common Stock	12/30/2011	M	782	A	\$ 11.06	34,681	D
Common Stock	12/30/2011	<u>F(2)</u>	604	D	\$ 18.35	34,077	D
Common Stock	12/30/2011	M	13,126	A	\$ 7.26	47,203	D
Common Stock	12/30/2011	<u>F(2)</u>	8,562	D	\$ 18.35	38,641	D
Common Stock	12/30/2011	M	20,313	A	\$ 9.97	58,954	D
Common Stock	12/30/2011	<u>F(2)</u>	14,975	D	\$ 18.35	43,979	D
Common Stock	12/30/2011	M	8,594	A	\$ 11.13	52,573	D
Common Stock	12/30/2011	<u>F(2)</u>	6,649	D	\$ 18.35	45,924	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.06	12/30/2011		M		782	<u>(3)</u>	02/09/2008	01/08/2015	Common Stock	782
Stock Option (Right to Buy)	\$ 7.26	12/30/2011		M		13,126	<u>(3)</u>	03/13/2009	02/12/2016	Common Stock	13,126
	\$ 9.97	12/30/2011		M				03/11/2010	02/10/2017		20,313

Stock					20,313				Common	
Option					<u>(3)</u>				Stock	
(Right to										
Buy)										
Stock										
Option	\$ 11.13	12/30/2011		M	8,594	10/01/2010	08/31/2017		Common	8,594
(Right to					<u>(3)</u>				Stock	
Buy)										

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAINT FREDERICK G. C/O LOOPNET, INC. 2100 E. ROUTE, SUITE 200 GLEN DORA, CA 91740			SVP - Product & Bus. Dev.	

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
- (1) 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.
 - (2) 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.
 - (3) 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.

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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