

INFOSPACE INC
Form 4
December 21, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCMANUS BRIAN T

2. Issuer Name and Ticker or Trading Symbol
INFOSPACE INC [INSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 108TH AVENUE NE, SUITE 1200

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Online

(Street)
BELLEVUE, WA 98004

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | | |
| Common Stock | 12/20/2007 | | M | | 50,000 | A | \$ 18.26 (1) 50,000 D |
| Common Stock | 12/20/2007 | | F(2) | | 18,225 | D | \$ 18.26 (1) 31,775 D |
| Common Stock | 12/20/2007 | | M | | 16,738 | A | \$ 18.26 (1) 48,513 D |
| Common Stock | 12/20/2007 | | F(2) | | 6,101 | D | \$ 18.26 42,412 D |

(1)

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 | (3) | 12/20/2007 | | M | 50,000 | (4) (4) | Common Stock | 50,000 |
| Restricted Stock Units | (3) | 12/20/2007 | | M | 16,738 | (5) (5) | Common Stock | 16,738 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCMANUS BRIAN T 601 108TH AVENUE NE, SUITE 1200 BELLEVUE, WA 98004 | | | EVP - Online | |

Signatures

By: Alejandro C. Torres, Senior Corporate Counsel, Securities, InfoSpace, Inc., as Attorney-in-Fact

12/21/2007

**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) This reflects the closing price of InfoSpace, Inc.'s common stock on the NASDAQ Stock Market on December 20, 2007. This price does not reflect the fact that these shares are not eligible for the distribution of \$9.00 per share payable on each share of common stock to shareholders of record as of December 10, 2007. Pursuant to NASDAQ Stock Market rules, the ex-dividend date for the distribution shall

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be one day after the payment date for such distribution, and therefore the price of the common stock has not yet adjusted for the amount of the distribution.

- (2) Shares of InfoSpace, Inc. common stock withheld by InfoSpace, Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of InfoSpace, Inc. common stock.
- (4) 50,000 of the restricted stock units vested on 12/20/2007 and the remaining 50,000 of the restricted stock units vest on 12/20/2008.
- (5) 16,738 of the restricted stock units vested on 12/20/2007 and the remaining 16,738 of the restricted stock units vest on 12/20/2008.

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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