

Katz Andrew S
 Form 4
 May 26, 2011

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 *
Katz Andrew S

 (Last) (First) (Middle)
4800 T-REX AVENUE, SUITE 120

 (Street)
BOCA RATON, FL 33431

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
interclick, inc. [ICLK]

 3. Date of Earliest Transaction (Month/Day/Year)
05/24/2011

 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)
CHIEF TECHNOLOGY OFFICER

 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, par value \$0.001 | 05/24/2011 | | C | | 3,100 A \$ 2 61,225 ⁽¹⁾ | D | |
| Common Stock, par value \$0.001 | 05/24/2011 | | S | | 3,100 D \$ 6.9 58,125 | D | |
| Common Stock, par value \$0.001 | 05/25/2011 | | C | | 1,429 A \$ 2 59,554 | D | |

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Common
 Stock, par
 value
 \$0.001

05/25/2011

S 1,429 D \$ 6.9 58.125 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 2 | 05/24/2011 | | C | 3,100 | 09/21/2010 09/21/2012 | Common Stock, par value \$0.001 | 3,100 |
| Stock Options | \$ 2 | 05/25/2011 | | C | 1,429 | 09/21/2010 09/21/2012 | Common Stock, par value \$0.001 | 1,429 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Katz Andrew S 4800 T-REX AVENUE SUITE 120 BOCA RATON, FL 33431 | | | CHIEF TECHNOLOGY OFFICER | |

Signatures

/s/ Andrew Katz

05/26/2011

**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) Includes 12,306 shares which are subject to certain vesting restrictions.
 - (2) Includes options held by Julie Locke, who shares the same household as the reporting person.

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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