

SAINT FREDERICK G.
Form 4
January 03, 2012

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 *
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
 Officer (give title below) _____ Other (specify below)
SVP - Product & Bus. Dev.

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/29/2011 | | F(1) | 531 | \$ 18.35 | D | |
| Common Stock | 12/29/2011 | | F(1) | 796 | \$ 18.35 | D | |
| Common Stock | 12/29/2011 | | F(1) | 2,654 | \$ 18.35 | D | |
| Common Stock | 12/29/2011 | | F(1) | 11,940 | \$ 18.35 | D | |
| Common Stock | 12/29/2011 | | F(1) | 7,960 | \$ 18.35 | 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 ⁽³⁾ | 02/09/2008 01/08/2015 | Common Stock | 782 | |
| Stock Option (Right to Buy) | \$ 7.26 | 12/30/2011 | | M | 13,126 ⁽³⁾ | 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 Option (Right to Buy) | | | | | 20,313 <u>(3)</u> | | | Common Stock | |
| Stock Option (Right to Buy) | \$ 11.13 | 12/30/2011 | | M | 8,594 <u>(3)</u> | 10/01/2010 | 08/31/2017 | Common Stock | 8,594 |

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