

Brauser Michael
Form 4
October 24, 2011

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 *
Brauser Michael

(Last) (First) (Middle)

11 WEST 19TH STREET, 10TH FLOOR

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2011

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)

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)
				(A) or (D)	Amount or Price			
Common Stock	03/21/2011		A	V	40,000 (2)	A \$ 0 83,325	D	
Common Stock	08/13/2011 (1)		A	V	25,000 (2)	A \$ 0 108,325 (3) (6)	D	
Common Stock						101,450 (4)	I	By LLLP
Common Stock						225,000 (5)	I	By Trust

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

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Shares are owned by Betsy G. Brauser Retained Annuity Trust. Betsy Brauser, wife of Mr. Brauser, is the trustee and beneficiary of the Betsy G. Brauser Retained Annuity Trust.

- (6) Includes 40,000 shares granted March 21, 2011, and 25,000 shares granted August 13, 2011 (in accordance with board approval obtained July 1, 2011). The shares will vest in equal portions annually over a three year period.

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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