## Edgar Filing: Marian Tyson - Form 4

Marian Tyson

Form 4											
	August 11, 2011 FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
-	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or	F CHAN	CHANGES IN BENEFICIAL OWNE SECURITIES						Expires: Estimated a burden hour response	•		
Form 5 obligation may conti <i>See</i> Instru 1(b).	ns Section 17(a netion	a) of the l	Public U	tility H	old		any 4	Act of	e Act of 1934, 1935 or Sectior 0		
(Print or Type R											
1. Name and Address of Reporting Person *2.Marian TysonSyn				r Name a	and '	Ticker or Ti	rading		5. Relationship of Reporting Person(s) to Issuer		
	Mattersight Corp [MATR]					(Check all applicable)					
(Month				ate of Earliest Transaction nth/Day/Year) 10/2011					Director 10% Owner X Officer (give title Other (specify below) below) VP, Mktg & Chief Strat Officer		
				endment, Date Original nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CHICAGO,	IL 60606								Form filed by M Person		
(City)	(State)	(Zip)	Tabl	e I - Noi	n-De	erivative Se	ecuriti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transa Code (Instr. )	ction 8)	4. Securitie (A) or Disp (Instr. 3, 4) Amount	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	08/10/2011			A		125,000	A A	<u>(1)</u>	125,000	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Under Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Marian Tyson 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606			VP, Mktg & Chief Strat Officer					
Signatures								
William B. Noon,								

Date

Attorney-in-fact 08/11/2011

\*\*Signature of Reporting Person

## **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).

Award of time-vesting restricted stock pursuant to the 1999 Stock Incentive Plan, subject to continuing employment. The Award was (1) approved by the Board of Directors of the issuer for purposes of 16b-3 and includes a tax withholding feature. The Award will invest at a

rate of 6.25% per quarter for 16 quarters commencing on August 31, 2011.

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.