Edgar Filing: CONWAY KELLY D - Form 4

Form 4											
November 01	Δ	STATES	SECUD	TTIES A	ND EVC	'LI A N	JCE (OMMISSION	-	PPROVAL	
Check this		Washington, D.C. 20549								3235-0287	
if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru-	er STATEN 5. Filed put s Section 170	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							Expires: January 31 2005 Estimated average burden hours per response 0.5		
1(b). (Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> CONWAY KELLY D			2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 200 S. WACKER DRIVE, SUITE 820			3. Date of Earliest Transaction (Month/Day/Year) 10/31/2011					(Check all applicable) <u>X</u> Director <u>10%</u> Owner <u>X</u> Officer (give title <u>Other (specify below)</u> President & CEO			
				endment, Date Original onth/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)	Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Executio any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securiti on(A) or Dis (Instr. 3, 4 Amount	sposed	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	10/31/2011			F	21,972 (1)	D	\$ 6.87	1,075,434	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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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			
CONWAY KELLY D 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606	Х		President & CEO				
Signatures							
Christine R. Carsen, Attorney-in-fact	11/01/2	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) Amount withheld to satisfy tax withholding obligation due to executive meeting age and service requirements for accelerated vesting of 20% of the underling award upon retirement. No such retirement or accelerated vesting has actually yet occurred.

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.