**BOLTON KAREN** 

Form 4 June 11, 2012

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

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response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and A BOLTON K	Address of Repor KAREN	ting Person *	2. Issuer Name and Ticker or Tradi Symbol Mattersight Corp [MATR]	Issuer
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)
200 S. WAG	CKER DR., S	UITE 820	(Month/Day/Year) 06/08/2012	Director 10% Owner _X_ Officer (give title Other (specify below)  Executive VP,Client Management
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
CHICAGO, IL 60606				Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Secur	rities Acquired, Disposed of, or Beneficially Owner
1 Title of	2 Transaction	Date 2A De	emed 3 4 Securities	5 Amount of 6 Ownership 7 Nature

` •	` /	1 abic	: 1 - Non-De	erivative s	securi	ues Ac	quirea, Disposea	oi, or Beneficia	ny Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	d (A) c	or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	d of (D	))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A) or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common						\$			
Stock	06/08/2012		S	3,000	D	7.2	132,709	D	
						<u>(1)</u>			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: BOLTON KAREN - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
BOLTON KAREN 200 S. WACKER DR. SUITE 820 CHICAGO, IL 60606			Executive VP,Client Management					

### **Signatures**

Christine R. Carsen, 06/11/2012 Attorney-in-fact

\*\*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).

The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$7.12 to \$7.40. The reporting person undertakes to provide to Mattersight Corporation, any security holder of Mattersight

Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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.

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