Iserloth Mark Andrew Form 4 August 10, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Iserloth Mark Andrew Issuer Symbol Mattersight Corp [MATR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 200 S. WACKER DRIVE, SUITE 08/08/2012 below) below) 820 VP & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

CHICAGO, IL 60606

(0, ,)

(City)	(State) (2	Table	I - Non-De	erivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired n(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(· · · · · · · · · · · · · · · · · · ·	any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				or	Transaction(s)		
			Code V	Amount (D) Price	(Instr. 3 and 4)		
Common Stock	08/08/2012		A	46,582 A <u>ш</u>	46,582	D	

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

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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	version (Month/Day/Year) Execution Date, if TransactionDerivative any Code Securities of (Month/Day/Year) (Instr. 8) Acquired (A varive		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	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)	\$ 7.71	08/08/2012		A	93,165	(2)	08/08/2022	Common Stock	93,165

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Iserloth Mark Andrew 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606			VP & CFO			

Signatures

Christine R. Carsen, Attorney-in-fact 08/10/2012

**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).
- Award of time-vesting restricted stock pursuant to the 1999 Stock Incentive Plan, subject to continuing employment. The award was approved by the Board of Directors of the issuer for purposes of Rule 16b-3 and includes a tax withholding feature. The award will vest at a rate of one (1) increment equal to 25% of the shares on August 31, 2013 and then twelve (12) increments equal to 6.25% of the shares on a quarterly basis thereafter, ending August 31, 2016.
- Option grant under the 1999 Stock Incentive Plan. 25% of the option will become exercisable on August 31, 2013, with 6.25% becoming exercisable on each quarterly vesting date thereafter, until fully exercisable on August 31, 2016.
- (3) Not Applicable

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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