Edgar Filing: ELOYALTY CORP - Form 4

| ELOYALTY CORP | | | | | | | | | |
|--|--|--|--|---|--|---|--|--|--|
| Form 4 | | | | | | | | | |
| May 20, 2008 | | | | | | | | | |
| FORM 4 UNITED S | | | | | т | PPROVAL | | | |
| Check this box | | CURITIES AN Washington, E | ID EXCHANGE D.C. 20549 | COMMISSION | OMB Number: | 3235-0287 | | | |
| if no longer | Expires: | January 31, 2005 | | | | | | | |
| subject to STATEM Section 16. Form 4 or | Estimated burden hou response | average Jrs per | | | | | | | |
| abligations |) of the Publ | ic Utility Holdin | Securities Exchang ng Company Act Company Act of 1 | of 1935 or Section | on | | | | |
| (Print or Type Responses) | | | | | | | | | |
| 1. Name and Address of Reporting P FEINBERG HENRY | Sym | | - | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| (Last) (First) (Middle) 3. Date of Earliest Transaction | | | | (Check all applicable) | | | | | |
| (Last) (First) (M C/O TECHNOLOGY CROSS | (Mo | ate of Earliest Tran nth/Day/Year) 16/2008 | Isaction | X_ Director Officer (giv | e title 109 | % Owner her (specify | | | |
| VENTURES, 528 RAMONA STREET | below) below) May be part of a 13 (g) group | | | | | | | | |
| (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) | | | Original | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| PALO ALTO, CA 94301 | | | | Form filed by Person | More than One R | eporting | | | |
| (City) (State) (2 | Zip) | Table I - Non-Der | rivative Securities A | cquired, Disposed o | of, or Beneficia | lly Owned | | | |
| | Execution Date. any | if TransactionA | (A) | Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | Code V A | or mount (D) Price | (Instr. 3 and 4) | | | | | |
| | | | (_) 1100 | | | | | | |
| Reminder: Report on a separate line f | for each class of | securities benefici | • | • | | | | | |
| | | | information cont required to respo | pond to the colle ained in this form and unless the for atly valid OMB co | are not rm | SEC 1474 (9-02) | | | |
| Table | | | red, Disposed of, or ptions, convertible s | | I | | | | |

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount |
|-------------|------------|---------------------|--------------------|------------|-----------------|-------------------------|----------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | Underlying Securitie |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8 | 3) . [[[| (D) | cquired A) or isposed of D) nstr. 3, 4, | | (Instr. 3 and 4) | | |
|---|---|------------|-------------------------|-------------------|---------------------|-------|---|---------------------|--------------------|-----------------|--------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amoun or Numbe of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 6.6 | 05/16/2008 | | А | | 5,000 | | <u>(1)</u> | 05/16/2018 | Common Stock | 5,00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|------------|---------|-------------------------------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| FEINBERG HENRY C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | Х | | | May be part of a 13 (g) group | | | |
| Signatures | | | | | | | |
| Carla S. Newell, authorized signatory for Henry J. Feinberg | | 05/20/2008 | | | | | |
| **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) 1,250 options will vest on February 28, 2009 and 1/12th of the options shall vest on the last day of every third month following February 28, 2009.
- (2) Not applicable.
- (3) Henry J. Feinberg ("Feinberg") is the sole trustee of the Henry J. Feinberg Trust dated 3/28/97. Feinberg disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

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.