

Byrne Thomas P  
 Form 4  
 December 29, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Byrne Thomas P

2. Issuer Name and Ticker or Trading Symbol  
 LoopNet, Inc. [LOOP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O LOOPNET, INC., 2100 E. ROUTE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)  
 12/27/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

President and COO

(Street)  
 GLENDORA, CA 91740

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/27/2011		M		\$ 63,645 11.06	300,856	D
Common Stock	12/27/2011		F <sup>(1)</sup>		\$ 50,209 18.31	250,647	D
Common Stock	12/27/2011		M		\$ 301,874 12.04	552,521	D
Common Stock	12/27/2011		F <sup>(1)</sup>		\$ 246,757 18.31	305,764	D
Common Stock	12/27/2011		M		\$ 112,788 7.26	418,552	D

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Common Stock	12/27/2011	F <sup>(1)</sup>	76,495	D	\$ 18.31	342,057	D
Common Stock	12/27/2011	M	38,958	A	\$ 9.97	381,015	D
Common Stock	12/27/2011	F <sup>(1)</sup>	29,498	D	\$ 18.31	351,517	D
Common Stock	12/27/2011	M	55,000	A	\$ 16.07	406,517	D
Common Stock	12/27/2011	F <sup>(1)</sup>	51,413	D	\$ 18.31	355,104	D
Common Stock	12/27/2011	M	17,580	A	\$ 4.075	372,684	D
Common Stock	12/27/2011	F <sup>(1)</sup>	10,293	D	\$ 18.31	362,391	D

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

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Number Shares
Stock Option (Right to Buy)	\$ 11.06	12/27/2011		M	63,645	02/09/2008 <sup>(2)</sup> 01/08/2015	Common Stock 63,645
Stock Option (Right to Buy)	\$ 12.04	12/27/2011		M	301,874	03/06/2008 <sup>(2)</sup> 02/05/2015	Common Stock 301,874
Stock Option (Right to Buy)	\$ 7.26	12/27/2011		M	112,788	03/13/2009 <sup>(2)</sup> 02/12/2016	Common Stock 112,788

Stock Option (Right to Buy)	\$ 9.97	12/27/2011	M	38,958	03/11/2010 <sup>(2)</sup>	02/10/2017	Common Stock	38,9
Stock Option (Right to Buy)	\$ 16.07	12/27/2011	M	55,000	04/21/2007 <sup>(2)</sup>	03/20/2014	Common Stock	55,0
Stock Option (Right to Buy)	\$ 4.075	12/27/2011	M	17,580	08/15/2006 <sup>(2)</sup>	01/19/2016	Common Stock	17,5

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Byrne Thomas P C/O LOOPNET, INC. 2100 E. ROUTE, SUITE 200 GLENDDORA, CA 91740			President and COO	

## Signatures

/s/ Maria T. Valles, as  
Attorney-in-Fact

12/29/2011

\*\*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) Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the above-reported exercise of options. The amount of shares withheld is based on the closing price on December 23, 2011.
  - (2) The option vests at a rate of 1/48th per month beginning on the Date Exercisable.

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.