

SMITH BRYAN D.
Form 4
January 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
SMITH BRYAN D.

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Sales and Service

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/29/2011		F(1)	V	1,751	D	\$ 18.35 66,342
Common Stock	12/29/2011		F(1)		876	D	\$ 18.35 65,466
Common Stock	12/29/2011		F(1)		2,918	D	\$ 18.35 62,548
Common Stock	12/29/2011		F(1)		5,252	D	\$ 18.35 57,296
Common Stock	12/29/2011		F(1)		12,254	D	\$ 18.35 45,042

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Common Stock	12/29/2011	A	42,000 <u>(2)</u>	A	\$ 0	87,042	D
Common Stock	12/29/2011	<u>F(2)</u>	19,606	D	\$ 18.35	67,436	D
Common Stock	12/30/2011	M	25,000	A	\$ 11.06	92,436	D
Common Stock	12/30/2011	<u>F(3)</u>	18,910	D	\$ 18.35	73,526	D
Common Stock	12/30/2011	M	45,000	A	\$ 7.26	118,526	D
Common Stock	12/30/2011	<u>F(3)</u>	30,502	D	\$ 18.35	88,024	D
Common Stock	12/30/2011	M	25,000	A	\$ 9.97	113,024	D
Common Stock	12/30/2011	<u>F(3)</u>	18,914	D	\$ 18.35	94,110	D
Common Stock	12/30/2011	M	25,000	A	\$ 11.13	119,110	D
Common Stock	12/30/2011	<u>F(3)</u>	19,757	D	\$ 18.35	99,353	D
Common Stock	12/30/2011	M	15,000	A	\$ 16.07	114,353	D
Common Stock	12/30/2011	<u>F(3)</u>	14,008	D	\$ 18.35	100,345	D
Common Stock	12/30/2011	M	10,020	A	\$ 4.075	110,365	D
Common Stock	12/30/2011	<u>F(3)</u>	5,865	D	\$ 18.35	104,500	D
Common Stock	12/30/2011	M	15,000	A	\$ 12.34	119,500	D
Common Stock	12/30/2011	<u>F(3)</u>	12,382	D	\$ 18.35	107,118	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)

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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. 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 or Number of Shares
Stock Option (Right to Buy)	\$ 11.06	12/30/2011		M		25,000	(4)	02/09/2008	01/08/2015	Common Stock	25,000
Stock Option (Right to Buy)	\$ 7.26	12/30/2011		M		45,000	(4)	03/13/2009	02/12/2016	Common Stock	45,000
Stock Option (Right to Buy)	\$ 9.97	12/30/2011		M		25,000	(4)	03/11/2010	02/10/2017	Common Stock	25,000
Stock Option (Right to Buy)	\$ 11.13	12/30/2011		M		25,000	(4)	10/01/2010	08/31/2017	Common Stock	25,000
Stock Option (Right to Buy)	\$ 16.07	12/30/2011		M		15,000	(4)	04/21/2007	03/20/2014	Common Stock	15,000
Stock Option (Right to Buy)	\$ 4.075	12/30/2011		M		10,020	(4)	02/20/2006	01/19/2016	Common Stock	10,020
Stock Option (Right to Buy)	\$ 12.34	12/30/2011		M		15,000	(4)	10/18/2006	09/17/2013	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRYAN D. C/O LOOPNET, INC.			SVP, Sales and Service	

2100 E. ROUTE, SUITE 200
GLEN DORA, CA 91740

Signatures

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

01/03/2012

__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).

Pursuant to the approval by the Compensation Committee of the Issuer of the acceleration of the vesting of all unvested restricted stock units, all unvested restricted stock units are therefore fully vested as of the Transaction Date. The amount of restricted stock units withheld is based on the closing price of December 29, 2011.

(1) 75,000 performance based restricted stock units were granted by the Issuer on September 1, 2010. Pursuant to the approval by the Compensation Committee of the Issuer of the acceleration of the vesting of a portion of the unvested restricted stock units, 42,000 unvested restricted stock units are therefore fully vested as of the Transaction Date. The amount of restricted stock units withheld is based on the closing price of December 29, 2011.

(2) 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 29, 2011.

(3) Pursuant to the approval by the Compensation Committee of the Issuer of the acceleration of the vesting of all unvested shares, all shares are fully vested and exercisable as of the Transaction Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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