

ANDERSON FRED D
Form 4/A
December 16, 2010

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 *
ANDERSON FRED D

2. Issuer Name and Ticker or Trading Symbol
MOVE INC [MOVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2800 SAND HILL ROAD, SUITE 260

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2010

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

(Street)
MENLO PARK, CA 94025

4. If Amendment, Date Original Filed(Month/Day/Year)
12/15/2010

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | An Nu Sh |
|---|------------------------------|------------------|------------------|---|------|---|-----|-----|------------------|---------------------------|-----------------|----------------|
| Series B Convertible Participating Preferred Stock ⁽⁷⁾ | \$ 4.2 ⁽¹⁾ | 12/15/2010 | J ⁽²⁾ | 675.32 | | | | | 12/15/2010 | 11/29/2012 ⁽³⁾ | Common Stock | 10 |
| Series B Convertible Participating Preferred Stock ⁽⁷⁾ | \$ 4.2 ⁽¹⁾ | 12/15/2010 | J ⁽²⁾ | 0.15 | | | | | 12/15/2010 | 11/29/2012 ⁽³⁾ | Common Stock | 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON FRED D 2800 SAND HILL ROAD SUITE 260 MENLO PARK, CA 94025 | X | | | |

Signatures

/s/Tracy Hogan, Attorney-in-Fact for Fred D. Anderson
 12/16/2010
 **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) Subject to anti-dilution adjustment pursuant to the terms of the Series B Convertible Participating Preferred Stock, par value \$0.001 per share (the "Series B Preferred Stock"), of Move, Inc.
- (2) These are shares that have been issued as a quarterly in-kind dividend in accordance with the terms of the Series B Preferred Stock.
- (3) The Series B Preferred Stock is mandatorily redeemable on the seventh anniversary of the original issuance date. The Series B Preferred Stock is also subject to earlier redemption, repurchase or mandatory conversion in accordance with the terms thereof.
 This is the number of shares of common stock, par value \$0.001 per share ("Issuer Common Stock"), of Move, Inc. issuable upon conversion with respect to the amount in column 5 as of the date of this filing. Pursuant to the terms of the Series B Preferred Stock, no fractional shares of Issuer Common Stock will be issued upon conversion of the Series B Preferred Stock. Fractional shares of Series B Preferred Stock will, however, be issued with respect to any quarterly in-kind dividends on the Series B Preferred Stock.
- (5) These securities are held by Elevation Employee Side Fund, LLC ("Side Fund"). Mr. Anderson is a manager of Elevation Management, LLC which is the sole managing member of Side Fund. Mr. Anderson disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in his distributive share therein.

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- These securities are held by Elevation Partners, L.P. ("Elevation Partners"). Mr. Anderson is a manager of Elevation Associates, LLC which is the sole general partner of Elevation Associates, L.P. ("Elevation GP"). Elevation GP is the sole general partner of Elevation Partners. Mr. Anderson disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in his distributive share therein.
- (6)
- (7) This Form 4 amends and restates in full the Form 4 originally filed on December 15, 2010.

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.