

SILVER THOMAS  
Form 4  
May 10, 2012

**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 \*  
SILVER THOMAS

2. Issuer Name and Ticker or Trading Symbol  
DICE HOLDINGS, INC. [DHX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O DICE HOLDINGS, INC., 1040 AVENUE OF THE AMERICAS, 16TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
05/08/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP, North America

(Street)  
NEW YORK, NY 10018

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	05/08/2012		M		4,929 A \$ 0.2	96,931	D
Common Stock	05/08/2012		S <sup>(1)</sup>		4,929 D \$ 10	92,002	D
Common Stock	05/09/2012		M		28,862 A \$ 0.2	120,864	D
Common Stock	05/09/2012		S <sup>(1)</sup>		28,862 D \$ 10.005	92,002	D
	05/09/2012		M		6,209 A \$ 1.98	98,211	D

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Common  
Stock

Common Stock	05/09/2012		<u>S</u> <sup>(1)</sup>	6,209	D	\$ 10,005	92,002	D
						<u>(2)</u>		

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.2	05/08/2012		M	4,929	<u>(3)</u> 08/31/2015	Common Stock	4,929	
Employee Stock Option (Right to Buy)	\$ 0.2	05/09/2012		M	28,862	<u>(3)</u> 08/31/2015	Common Stock	28,862	
Employee Stock Option (Right to Buy)	\$ 1.98	05/09/2012		M	6,209	<u>(3)</u> 08/31/2015	Common Stock	6,209	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
		Senior VP, North America	

SILVER THOMAS  
C/O DICE HOLDINGS, INC.  
1040 AVENUE OF THE AMERICAS, 16TH FLOOR  
NEW YORK, NY 10018

## Signatures

/s/ Thomas  
Silver

05/10/2012

\_\_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).

(1) These shares were sold pursuant to a Rule 10b5-1(c) sales plan dated March 9, 2012.

The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged

- (2) from \$10.00 to \$10.03. Upon request of the SEC staff, Dice Holdings, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (3) These options were all vested and exercisable as of August 31, 2009.

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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