

Warthen Wayne B
Form 4
September 07, 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 *
Warthen Wayne B

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)
09/02/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Technology Officer & SVP

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)			
			Code	V	Amount	(D)	Price			
Common Stock	09/02/2011		S		32,600	D	\$ 17.4978	265,824	I	Wayne B. Warthen and Monica L. Warthen Trust
Common Stock	09/06/2011		S		31,466	D	\$ 17.4012	234,358	I	Wayne B. Warthen and Monica L.

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Common Stock	09/07/2011	S	21,395	D	\$ 17.4959	212,963	I	Warthen Trust Wayne B. Warthen and Monica L. Warthen Trust
Common Stock						50,621	D	

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warthen Wayne B C/O LOOPNET, INC. 2100 E. ROUTE, SUITE 200 GLEN DORA, CA 91740			Chief Technology Officer & SVP	

Signatures

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

09/07/2011

__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).

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. , respectively; Vanguard Fixed Income Securities Fund Short-Term Federal Portfolio (Vanguard Short-Term Federal Portfolio), an income fund, that invests primarily in short-term U.S. Government and agency securities with maturities from one to three years; Vanguard Money Market Reserves-Federal Portfolio (Vanguard Federal Portfolio) invests solely in securities with maturities of one year or less issued by the U.S. Treasury and agencies of the U.S. Government; Vanguard Explorer Fund invests primarily in common stocks of small companies that, in the opinion of the investment manager, provide favorable prospects for above-average growth in market value; Vanguard PRIMECAP Fund seeks long-term growth of capital by investing principally in a portfolio of common stocks; Vanguard International Growth Portfolio seeks to provide long-term growth of capital and diversification overseas by investing in the stock of companies located outside the United States; Vanguard Total Bond Market Index Fund seeks a high level of interest income by investing in a large sampling that matches key characteristics of the Lehman Brother Aggregate Bond Index, which is a widely recognized measure of the entire taxable U.S. bond market; and the Cabot Common Stock Fund, which invests primarily in Cabot common stock. The preferred stock allocations are recorded in the Cabot Preferred Stock Fund, which invests primarily in Cabot preferred stock. In addition, Plan participants have retained a stock dividend received during 2000, and the earnings thereon, in the Cabot Microelectronics Common Stock Fund, which invests primarily in Cabot Microelectronics common stock. The Plan does not allow participants to contribute to the Cabot Microelectronics Common Stock Fund. 7 CABOT RETIREMENT SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS

----- VESTING Each participant will at all times be 100% vested in his or her contributions. Effective January 1, 2002, all salaried participants will be vested in all company contributions and earnings thereon according to a five-year vesting schedule, which is 20% upon completion of two years of service, 40% upon completion of three years of service, 60% upon completion of four years of service, and 100% upon completion of five years of service. A participant's entire account balance becomes 100% vested and payable, upon the participant's attainment of age 65, upon the participant's early retirement (defined as age 55 with 10 years of service to the company), disability or death. Union members of the Plan are subject to their negotiated vesting schedules. BENEFITS The Plan requires, subject to certain collective bargaining agreements, all participant benefits to be paid in the form of a lump sum distribution. A participant may also withdraw up to 100% of before-tax contributions, upon showing a financial hardship exists but only after the participant has withdrawn all other vested benefits from the Plan and the maximum loan has been made from the participant's account. Participants with after-tax contributions may elect to withdraw these amounts at any time. If a participant leaves the Company for any other reason before retirement and his or her account balance is \$5,000 or less, he or she will receive in a lump sum distribution of the vested portion of his or her account balance. A participant may elect to defer payment of a benefit until April 1 following the year that the participant reaches age 70 1/2. LOANS Participants may obtain loans from the Plan in an amount not to exceed, in the aggregate, the lesser of \$50,000 or 50% of the total vested amounts in the participant's account. Each loan must be paid in full within five years through payroll deductions and is secured by the participant's remaining account balance. Interest is charged at reasonable rates as determined by the Benefits Committee of Cabot Corporation. Interest rates on outstanding loans as of December 31, 2002 ranged from 6.75% to 10.91%. 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES BASIS OF PRESENTATION The financial statements of the Plan are prepared using the accrual method of accounting. USE OF ESTIMATES The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets

and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates. 8 CABOT RETIREMENT SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS ----- RISK

AND UNCERTAINTIES The Plan allows for various investment options (as selected by the Plan administrator) in any combination of stocks, bonds, fixed income securities, mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits. INVESTMENT VALUATION The preferred stock is valued by Duff and Phelps Capital Markets Co., an independent appraiser. The value of the preferred stock depends primarily on the Company's common stock value. Investments in common stock traded on a national securities exchange are valued at the last reported sale price on the last business day of the year. Investments in commingled funds and mutual funds are valued at the net asset value as of the end of the year. The short-term investment funds are carried at cost which approximates market value. Participant loans are valued at cost which approximates fair value. INVESTMENT TRANSACTIONS Purchases and sales of securities are reflected on a trade date basis. Gain or loss on sales of securities is based on average cost. Dividend income is reported on the ex-dividend date. Interest income is recorded as earned on the accrual basis. The Plan presents in the statement of changes in net assets the net realized and unrealized appreciation (depreciation) in the fair value of its investments which consists of realized gains or losses and unrealized appreciation or (depreciation) on those investments. BENEFIT PAYMENTS Benefits are recorded when paid. 3. INVESTMENTS The fair value of investments held by the Plan by general type are as follows: DECEMBER 31, 2002 2001 ALLOCATED UNALLOCATED ALLOCATED UNALLOCATED
Common stocks \$ 52,086,367 \$ - \$ 80,886,558 \$ - Preferred stocks 90,392,994 126,931,967 120,802,530 186,484,059
Mutual funds 117,362,373 - 134,323,419 - ----- \$259,841,734 \$126,931,967
\$336,012,507 \$186,484,059 ===== 9 CABOT

RETIREMENT SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS

----- The fair value of investments held by the Plan that exceed 5% or more of net assets available for plan benefits as of December 31, 2002 and 2001 are as follows: DECEMBER 31, 2002 2001 ALLOCATED UNALLOCATED ALLOCATED UNALLOCATED Vanguard Windsor II Fund \$15,463,200 \$ - \$ 18,652,521 \$ - Vanguard Federal Money Market Fund 16,461,950 - 18,905,020 - Vanguard Wellington Fund 20,571,579 - 22,644,063 - Cabot common stock fund 39,148,257 - 55,975,292 - Cabot microelectronics common stock fund 12,938,109 - 24,911,267 - Cabot preferred stock fund 90,392,994 126,931,967 120,802,530 186,484,059 Vanguard 500 portfolio fund 29,539,841 - 37,616,280 - The net appreciation (depreciation) in fair value of investments for the years ended December 31, 2002 and 2001 was as follows: 2002 2001 Cabot preferred stock \$ (77,738,106) \$59,472,081 Cabot common stock (23,016,503) 8,852,941 Mutual fund (21,484,213) (6,327,046) ----- Total \$(122,238,822) \$61,997,976 ===== Each share of the preferred stock is convertible into shares of the Company's common stock, subject to certain events and anti-dilution adjustment provisions, and carries voting rights on an "as converted" basis. The conversion rate for one share of preferred stock to common stock was 146.3782 as of December 31, 2002 and 2001. On or after November 19, 1991, the Company has the right to cause the trustee to redeem preferred shares. Such shares shall be redeemed at their redemption price, and may be redeemed by the Company for cash, shares of the Company's common stock, or a combination thereof at the Company's option. As of December 31, 2002, the redemption price is \$1,000 per share. In addition to the redemption price, any accrued and unpaid dividends will become payable on the redemption date. The issued shares of preferred stock are entitled to receive preferential and cumulative quarterly dividends and rank as to dividends and liquidation prior to the Company's Series A Junior Participating Preferred Stock and common stock. 10 CABOT RETIREMENT SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS

----- 4. NOTES PAYABLE Long-term debt consisted of the following: DECEMBER 31, 2002 2001 Note due 2013, 8.29% \$50,470,019 \$53,182,144 In November 1988, the Plan borrowed \$75,000,000 from an institutional lender in order to finance its purchase of 75,000 shares of the Company's Series B ESOP Convertible Preferred Stock. This debt accrues interest at a rate of 8.29% per annum, and is to be repaid in equal quarterly installments with final payment due on December 31, 2013. This debt is guaranteed by the assets in the unallocated fund and the Company. The aggregate principal amounts of long-term debt due for the

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next five fiscal years and thereafter are as follows: YEAR ENDED DECEMBER 31, 2003 \$ 2,944,048 2004 3,195,802 2005 3,469,084 2006 3,765,736 2007 4,087,755 Thereafter 33,007,594 5. DEBT SERVICE CONTRIBUTIONS The Company contributes to the Plan on a quarterly basis the difference between dividends earned on the leveraged preferred stock and the payment due by the Plan to the lender. 6. FORFEITURES Upon termination of a participant from the Plan before being fully vested, the nonvested portion of the Company contributions is forfeited. The Plan allows the Company to offset company contributions with participant forfeitures. During 2002, the Company utilized \$708,201, which represented all available forfeitures to offset the Company match and service the Plan's debt. As of December 31, 2002, participant forfeitures totaled \$9,853 and are recorded in the statement of net assets available for plan benefits. 7. ADMINISTRATIVE EXPENSES All administrative expenses associated with the operation of the Plan were paid by the Company during the year ended December 31, 2002. However, under the terms of the Plan, such costs may be charged to the Plan. 11 CABOT RETIREMENT SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS -----

8. TAX STATUS In a letter dated May 14, 2002, the Internal Revenue Service advised the Company of its favorable determination with respect to the qualified status of the Plan, as amended and restated, under the Code. The Plan is intended to qualify as a profit sharing plan under section 401(a) of the Code that contains a stock bonus feature constituting an employee stock ownership plan under section 4975(e) of the Code. The plan administrator and counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been accrued. 9. PLAN TERMINATION The Plan was established with the intention that it will continue indefinitely. However, the Company reserves the right to suspend its contributions or to terminate the Plan at any time. In the event the Plan is terminated, all participants become 100% vested and the assets of the Plan, after payment of any expenses, taxes or proper charges of the trustee, will be allocated in accordance with the provisions of ERISA. 10. PARTY-IN-INTEREST The short-term investment fund consists of units of common and collective trusts managed by State Street Bank. The Plan's investment options also include certain mutual funds of The Vanguard Group. State Street Bank and Vanguard Fiduciary Trust Company are the trustees of the Plan's assets and, therefore, these transactions qualify as party-in-interest. In addition, the Plan invests in common and preferred stock of the plan sponsor and these transactions qualify as party-in-interest. Finally, the Plan provides loans to certain participants which also qualify as party-in-interest transactions. 12 CABOT RETIREMENT SAVINGS PLAN SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2002

----- CURRENT DESCRIPTION OF INVESTMENT COST VALUE Preferred stock of Cabot Corporation* \$ 74,969,258 \$ 217,324,961 Common stock of Cabot Corporation* 28,279,763 39,148,257 Common stock of Cabot Microelectronic Corporation 13,123,793 12,938,109 Vanguard 500 Portfolio Fund* 39,910,281 29,539,841 Vanguard Explorer Fund* 8,598,656 6,963,784 Vanguard Federal Portfolio Fund* 16,461,950 16,461,950 Vanguard International Growth Portfolio Fund* 3,004,569 2,271,740 Vanguard PRIMECAP Fund* 17,617,734 12,969,770 Vanguard Short-term Federal Portfolio* 9,276,647 9,497,092 Vanguard Total Bond Market Index Fund* 3,561,008 3,623,418 Vanguard Wellington Fund* 23,530,602 20,571,579 Vanguard Windsor II Fund* 19,566,707 15,463,200 Participant Loans - stated interest rates ranging from 6.75% - 10.91%* 2,408,886 2,408,886 ----- Total investments \$260,309,854 \$389,182,587 ===== *Party-in-interest 13 Exhibit Index Exhibit Number ----- Exhibit 23 -- Consent of Independent Accountants. Exhibit 99.1 -- Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.