

HANDELSMAN MICHAEL J.

Form 4

January 03, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HANDELSMAN MICHAEL J.

(Last) (First) (Middle)

C/O LOOPNET, INC., 2100 E.
ROUTE, SUITE 200

(Street)

GLENDORA, CA 91740

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP & Group General Manager

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/29/2011		F(1)		584	D	\$ 18.35
Common Stock	12/29/2011		F(1)		876	D	\$ 18.35
Common Stock	12/29/2011		F(1)		2,918	D	\$ 18.35
Common Stock	12/29/2011		F(1)		8,753	D	\$ 18.35
Common Stock	12/29/2011		F(1)		8,753	D	\$ 18.35

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Common Stock	12/29/2011	A	75,000 (2)	A	\$ 0	99,991	D
Common Stock	12/29/2011	F(1)	35,010	D	\$ 18.35	64,981	D
Common Stock	12/30/2011	M	42,500	A	\$ 12	107,481	D
Common Stock	12/30/2011	F(3)	33,343	D	\$ 18.35	74,138	D
Common Stock	12/30/2011	M	15,000	A	\$ 16.07	89,138	D
Common Stock	12/30/2011	F(3)	14,008	D	\$ 18.35	75,130	D
Common Stock	12/30/2011	M	10,000	A	\$ 11.06	85,130	D
Common Stock	12/30/2011	F(3)	7,883	D	\$ 18.35	77,247	D
Common Stock	12/30/2011	M	16,876	A	\$ 7.26	94,123	D
Common Stock	12/30/2011	F(3)	11,440	D	\$ 18.35	82,683	D
Common Stock	12/30/2011	M	25,000	A	\$ 9.97	107,683	D
Common Stock	12/30/2011	F(3)	18,914	D	\$ 18.35	88,769	D
Common Stock	12/30/2011	M	25,000	A	\$ 11.13	113,769	D
Common Stock	12/30/2011	F(3)	19,757	D	\$ 18.35	94,012	D
Common Stock	12/30/2011	M	25,000	A	\$ 11.13	119,012	D
Common Stock	12/30/2011	F(3)	19,756	D	\$ 18.35	99,256	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)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Stock Option (Right to Buy)	\$ 12	12/30/2011		M	42,500 (4)	07/06/2006	06/06/2016	Common Stock	42
Stock Option (Right to Buy)	\$ 16.07	12/30/2011		M	15,000 (4)	04/21/2007	03/20/2014	Common Stock	15
Stock Option (Right to Buy)	\$ 11.06	12/30/2011		M	10,000 (4)	02/09/2008	01/08/2015	Common Stock	10
Stock Option (Right to Buy)	\$ 7.26	12/30/2011		M	16,876 (4)	03/13/2009	02/12/2016	Common Stock	16
Stock Option (Right to Buy)	\$ 9.97	12/30/2011		M	25,000 (4)	03/11/2010	02/10/2017	Common Stock	25
Stock Option (Right to Buy)	\$ 11.13	12/30/2011		M	25,000 (4)	10/01/2010	08/31/2017	Common Stock	25
Stock Option (Right to Buy)	\$ 11.13	12/30/2011		A	150,000 (5)	12/30/2011	08/31/2017	Common Stock	15
Stock Option (Right to Buy)	\$ 11.13	12/30/2011		M	25,000 (5)	12/30/2011	08/31/2017	Common Stock	25

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

HANDELSMAN MICHAEL J.
C/O LOOPNET, INC.
2100 E. ROUTE, SUITE 200
GLEN DORA, CA 91740

SVP & Group General Manager

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.

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 all unvested restricted stock units, all unvested restricted stock units are therefore fully vested as of the Transaction Date.

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.

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.

A performance based stock option grant for 150,000 shares was 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 shares, 25,000 shares are therefore 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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