

Tree.com, Inc.
Form 4
June 13, 2014

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 *
LEVIN JOSEPH

(Last) (First) (Middle)

11115 RUSHMORE DR.

(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Tree.com, Inc. [TREE]

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/12/2014 | | M | | 4,092 | A | \$ 0 |
| Common Stock | 06/11/2014 | | M | | 1,928 | A | \$ 0 |

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 of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 06/12/2014 | | M | | 2,759 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 2,759 |
| Restricted Stock Units | \$ 0 | 06/12/2014 | | M | | 1,333 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 1,333 |
| Restricted Stock Units | \$ 0 | 06/11/2014 | | A | | 1,928 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 1,928 |
| Restricted Stock Units | \$ 0 | 06/11/2014 | | M | | 1,928 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 1,928 |
| Restricted Stock Units | \$ 0 | 06/11/2014 | | A | | 1,291 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,291 |
| Options to Purchase Common Stock | \$ 25.94 | 06/11/2014 | | A | | 1,610 | | <u>(5)</u> | 06/11/2024 | Common Stock | 1,610 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEVIN JOSEPH 11115 RUSHMORE DR. CHARLOTTE, NC 28277 | | X | | |

Signatures

/s/ Katharine F. Pierce as Attorney-in-Fact for Joseph Levin

06/13/2014

__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 restricted stock units vested in full on June 12, 2014 in accordance with the terms of the original award agreement.
- (2) These restricted stock units vest in two equal installments beginning on June 12, 2014 in accordance with the terms of the original award agreement.
- (3) These restricted stock units vest in a single installment on June 11, 2014 in accordance with the terms of the original award agreement.
- (4) These restricted stock units vest in two equal annual installments beginning on June 11, 2015 in accordance with the terms of the original award agreement.
- (5) These options to purchase common stock vest in two equal annual installments beginning on June 11, 2015 in accordance with the terms of the original award agreement.

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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