

Danson Christopher Joseph
 Form 4
 September 15, 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 *
 Danson Christopher Joseph

2. Issuer Name and Ticker or Trading Symbol
 Mattersight Corp [MATR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 S. WACKER DRIVE, SUITE 820

3. Date of Earliest Transaction (Month/Day/Year)
 08/16/2011

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

Vice President, Delivery

(Street)

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

CHICAGO, IL 60606

(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 (A) or (D) | | |
| Common Stock | 08/16/2011 | | S | | 656 D 5.44 341,885 ⁽²⁾ ₍₁₎ | D | |
| Common Stock | 08/17/2011 | | S | | 1,500 D \$ 5.5 340,385 | D | |
| Common Stock | 08/18/2011 | | S | | 2,634 D 5.52 337,751 ₍₃₎ | D | |
| Common Stock | 08/19/2011 | | S | | 1,603 D 5.61 336,148 ₍₄₎ | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------------|---------|---|-----------|
| Common Stock | 08/23/2011 | S | 1,100 | D | \$ 5.55 (5) | 335,048 | D | |
| Common Stock | 08/24/2011 | S | 1,000 | D | \$ 5.55 (5) | 334,048 | D | |
| Common Stock | 08/25/2011 | S | 283 | D | \$ 5.6 | 333,765 | D | |
| Common Stock | 09/13/2011 | S | 845 | D | \$ 5.02 (6) | 332,920 | D | |
| Common Stock | | | | | | 333 (7) | I | By Spouse |

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

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(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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Danson Christopher Joseph 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606 | | | Vice President, Delivery | |

Signatures

William B. Noon,
Attorney-in-fact

09/15/2011

__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).
 - (1) The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$5.44 to \$5.45. The reporting person undertakes to provide to Mattersight Corporation, any security holder of Mattersight Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnotes (1) through (6) in this Form 4.
 - (2) Total reflects all transactions reported prior to the date of this filing of this report.
 - (3) The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$5.50 to \$5.55.
 - (4) The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$5.55 to \$5.65.
 - (5) The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$5.50 to \$5.60.
 - (6) The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$5.00 to \$5.05.
 - (7) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.