

Market Leader, Inc.
Form 4
August 09, 2013

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 *
HIGGINS FRANK MILTON

(Last) (First) (Middle)

11332 NE 122ND WAY, SUITE 200

(Street)

KIRKLAND, WA 98034

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Market Leader, Inc. [LEDR]

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

08/07/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/07/2013		M		10,000 (1)	A \$ 5.28 1,361,572	D
Common Stock	08/07/2013		M		10,000 (1)	A \$ 2.88 1,371,572	D
Common Stock	08/07/2013		M		10,000 (1)	A \$ 1.78 1,381,572	D
Common Stock	08/07/2013		M		10,000 (1)	A \$ 2.06 1,391,572	D
Common Stock	08/07/2013		M		25,000 (1)	A \$ 1.8 1,416,572	D
	08/07/2013		M			A \$ 2.66 1,441,572	D

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Common Stock				25,000 (1)			
Common Stock	08/07/2013	M	25,000 (1)	A	\$ 6.84	1,466,572	D
Common Stock	08/07/2013	F	32,254 (3)	D	\$ 12.48	1,434,318	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 5.28	08/07/2013		M		10,000		01/01/2008	01/12/2017	Common Stock	10,000
Option (Right to Buy)	\$ 2.88	08/07/2013		M		10,000		01/09/2009	01/09/2018	Common Stock	10,000
Option (Right to Buy)	\$ 1.78	08/07/2013		M		10,000		01/07/2010	01/07/2019	Common Stock	10,000
Option (Right to Buy)	\$ 2.06	08/07/2013		M		10,000		01/06/2011	01/06/2020	Common Stock	10,000
Option (Right to Buy)	\$ 1.8	08/07/2013		M		25,000		01/06/2012	01/06/2021	Common Stock	25,000
Option (Right to Buy)	\$ 2.66	08/07/2013		M		25,000		01/12/2013	01/12/2022	Common Stock	25,000
	\$ 6.84	08/07/2013		M		25,000		08/07/2013 ⁽²⁾	01/10/2023		25,000

Common
Stock

Reporting Owners

Relationships

Director 10% Owner Officer Other

HIGGINS FRANK MILTON
11332 NE 122ND WAY, SUITE 200
KIRKLAND, WA 98034

Signatures

08/09/2013

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) Shares acquired on exercise of stock options.
- (2) Option accelerated in vesting and became exercisable August 7, 2013.
- (3) Shares withheld by company to cover exercise price on exercise of stock options; not an open market transaction.

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.