Mattersight Corp Form 4 May 19, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box

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(b).

Common

Stock

05/15/2015

1. Name and Address of Reporting Person <u>*</u> STALEY JOHN C			2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]				5. Relationship of Reporting Person(s) to Issuer			
<i>(</i> 7	(T) (A (11))					(Check all applicable)				
(Last)	(First) ((Middle)	3. Date of	Earliest Tra	insaction					
			(Month/Da	ay/Year)			_X_ Director		Owner	
200 S. WAC 820	CKER DRIVE, S	SUITE	05/15/20)15			Officer (give below)	below)	er (specify	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by	One Reporting Pe		
CHICAGO,	, IL 60606						Person	wiore than one Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities Acc	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	te 2A. Dee	med	3.	4. Securiti	ies Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year) Execution		on Date, if Transaction(A) or Disposed of			Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported			
						or	Transaction(s)			
				Code V	Amount	(D) Price	(Instr. 3 and 4)			

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

A

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SEC 1474

(9-02)

D

85,718

<u>(1)</u>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

10,000 A

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Stock Option (right to buy)	\$ 6.13	05/15/2015		A	10,000	(2)	05/15/2025	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
STALEY JOHN C 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606	X					

Signatures

Christine R. Carsen, Attorney-in-fact 05/19/2015

**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).
- Annual grant of time-vesting restricted stock pursuant to Mattersight Corporation 1999 Stock Incentive Plan. This grant will vest over a period of 12 months, commencing with a vesting of 25% on May 31st of the year of the grant date and 25% on each quarterly vesting date thereafter until fully vested.
- Annual option grant pursuant to Mattersight Corporation 1999 Stock Incentive Plan. This grant will vest over a period of 12 months, (2) commencing with a vesting of 25% on May 31st of the year of the grant date and 25% on each quarterly vesting date thereafter until fully
- (2) commencing with a vesting of 25% on May 31st of the year of the grant date and 25% on each quarterly vesting date thereafter until fully vested.
- (3) Not Applicable

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.

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