

BARTON RICHARD N  
Form 4  
April 12, 2012

**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 \*  
BARTON RICHARD N

2. Issuer Name and Ticker or Trading Symbol  
ZILLOW INC [Z]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
04/10/2012

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

C/O ZILLOW, INC., 1301 SECOND AVENUE, FLOOR 31

(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

SEATTLE, WA 98101

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	04/10/2012		S	200 <sup>(1)</sup> D \$ 37.355 <sub>(2)</sub>	4,871 <sup>(3)</sup>	D	
Class A Common Stock	04/10/2012		S	1,550 <sub>(1)</sub> D \$ 36.2942 <sub>(4)</sub>	3,321 <sup>(3)</sup>	D	
Class A Common Stock	04/11/2012		C	3,500 A \$ 0	5,071	D	
Class A Common	04/11/2012		S	1,750 <sub>(1)</sub> D \$ 37.941 <sub>(5)</sub>	3,321 <sup>(3)</sup>	D	

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Stock

Class A Common Stock	04/10/2012	S	100 <sup>(6)</sup>	D	\$ 37.15	573,508	I	Barton Descendants' Trust 12/30/04
Class A Common Stock	04/10/2012	S	200 <sup>(6)</sup>	D	\$ 36.255 <sup>(7)</sup>	573,308	I	Barton Descendants' Trust 12/30/04
Class A Common Stock	04/11/2012	S	300 <sup>(6)</sup>	D	\$ 38.0533 <sup>(8)</sup>	573,008	I	Barton Descendants' Trust 12/30/04

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 Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Class B Common Stock	\$ 0	04/11/2012		C	3,500	<sup>(9)</sup>	<sup>(9)</sup>	Class A Common Stock	3,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTON RICHARD N C/O ZILLOW, INC. 1301 SECOND AVENUE, FLOOR 31	X	X	Executive Chairman	

SEATTLE, WA 98101

## Signatures

/s/ Michelle M. Wynne,  
Attorney-in-Fact

04/12/2012

\_\_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).

The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2011. The shares of Class

(1) A Common Stock sold were acquired pursuant to the conversion of the same number of shares of Class B Common Stock, all as reflected in this report.

The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$37.18 to

(2) \$37.53. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

(3) The shares of Class A Common Stock sold were acquired pursuant to the conversion of the same number of shares of Class B Common Stock, all as reflected in this report.

The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.925 to

(4) \$36.91. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$37.59 to

(5) \$38.37. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

(6) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Trust on November 16, 2011.

The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$36.07 to

(7) \$36.44. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$37.70 to

(8) \$38.28. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

(9) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis (i) at the holder's election or (ii) upon the approval of holders of not less than a majority of the shares of Class B Common Stock outstanding at such time and has no expiration 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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