MOVE INC Form 4 September 18, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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).

1. Name and Address of Reporting Person *

McNamee Roger

2. Issuer Name and Ticker or Trading Symbol

MOVE INC [MOVE]

(First) (Middle) (Last)

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

09/17/2007

2800 SAND HILL ROAD, SUITE

160

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

MENLO PARK, CA 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Series B Convertible Participating Preferred Stock	\$ 4.2 (1)	09/17/2007		J <u>(2)</u>		0.2	09/17/2007	11/29/2012 <u>(3)</u>	Common Stock	4
Series B Convertible Participating Preferred Stock	\$ 4.2 (1)	09/17/2007		J <u>(2)</u>		924.62	09/17/2007	11/29/2012 <u>(3)</u>	Common Stock	22

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
McNamee Roger 2800 SAND HILL ROAD SUITE 160 MENLO PARK, CA 94025	X						

Signatures

Tracy Hogan Attorney-in-Fact for Roger
McNamee

**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) Subject to anti-dilution adjustment pursuant to the terms of the Series B Convertible Participating Preferred Stock, par value \$0.001 per share (the "Series B Preferred Stock"), of Move, Inc.
- (2) These are shares that have been issued as a quarterly in-kind dividend in accordance with the terms of the Series B Preferred Stock.
- (3) The Series B Preferred Stock is mandatorily redeemable on the seventh anniversary of the original issuance date. The Series B Preferred Stock is also subject to earlier redemption, repurchase or mandatory conversion in accordance with the terms thereof.
- This is the number of shares of common stock, par value \$0.001 per share ("Issuer Common Stock"), of Move, Inc. issuable upon conversion with respect to the amount in column 5 as of the date of this filing. Pursuant to the terms of the Series B Preferred Stock, no fractional shares of Issuer Common Stock will be issued upon conversion of the Series B Preferred Stock. Fractional shares of Series B Preferred Stock will, however, be issued with respect to any quarterly in-kind dividends on the Series B Preferred Stock.
- These securities are held by Elevation Employee Side Fund, LLC ("Side Fund"). Mr. McNamee is a manager of Elevation Management, (5) LLC, which is the sole managing member of Side Fund. Mr. McNamee disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in his distributive share therein.

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These securities are held by Elevation Partners, L.P. ("Elevation Partners"). Mr. McNamee is a manager of Elevation Associates, LLC, which is the sole general partner of Elevation Associates, L.P. ("Elevation GP"). Elevation GP is the sole general partner of Elevation Partners. Mr. McNamee disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in his distributive share therein.

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.