ANDERSON FRED D

Form 4

December 18, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANDERSON FRED D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MOVE INC [MOVE]

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

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

2800 SAND HILL ROAD, SUITE

(Street)

160

(Instr. 8)

below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

(Month/Day/Year)

12/15/2006

Applicable Line)

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

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. 3, 4 and 5)

5. Amount of Securities Beneficially

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

Following Reported

Ownership (Instr. 4) (Instr. 4)

(A) or

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

Owned

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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (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	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Series B Convertible Participating Preferred Stock	\$ 4.2 (1)	12/15/2006		<u>J(2)</u>		0.2		12/15/2006	11/29/2012 <u>(3)</u>	Common Stock	4
Series B Convertible Participating Preferred Stock	\$ 4.2 (1)	12/15/2006		<u>J(2)</u>		900.77		12/15/2006	11/29/2012 <u>(3)</u>	Common Stock	21

Reporting Owners

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

Signatures

Tracy Hogan Attorney-in-Fact for Fred D.

Anderson

12/18/2006

**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. Anderson is a manager of Elevation Management, (5) LLC, which is the sole managing member of Side Fund. Mr. Anderson 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. Anderson 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. Anderson 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.