

INFOSPACE INC
Form 4
December 23, 2008

FORM 4

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

OMB APPROVAL

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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 *
MERRILL LYNCH & CO INC

2. Issuer Name and Ticker or Trading Symbol
INFOSPACE INC [INSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4 WORLD FINANCIAL CTR,

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(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
X Form filed by More than One Reporting Person

NEW YORK, NY 10080

(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 Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|-------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, Par Value \$0.0001 | 12/18/2008 | 12/18/2008 | P | | 393 | A | \$ 7.82 | 4,943,416 | I | See footnotes (1) |
| Common Stock, Par Value \$0.0001 per share | 12/19/2008 | 12/19/2008 | P | | 131 | A | \$ 7.8 | 4,943,547 | I | See footnotes (1) |
| Common Stock, Par Value | 12/19/2008 | 12/19/2008 | S | | 131 | D | \$ 7.8 | 4,973,416 | I | See footnotes (1) |

\$.0001 per share

| | | | | | | | | | |
|-------------------------|------------|------------|---|-----------|---|---------|-----------|---|-------------------|
| Common Stock, Par Value | 12/22/2008 | 12/22/2008 | S | 2,405,810 | D | \$ 7.38 | 2,537,606 | I | See footnotes (1) |
| \$.0001 | | | | | | | | | |

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

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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 Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MERRILL LYNCH & CO INC
4 WORLD FINANCIAL CTR
NEW YORK, NY 10080

X

MERRILL LYNCH PIERCE FENNER & SMITH INC
4 WORLD FINANCIAL CENTER
NORTH TOWER
NEW YORK, NY 10080

X

Signatures

Pia K. Thompson

12/23/2008

Date

Signature of
Reporting Person

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) Merrill Lynch & Co., Inc. indirectly through its wholly-owned subsidiary Merrill Lynch, Pierce, Fenner & Smith Incorporated owned 2,537,606.

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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