

Lewis John Hartnett
 Form 4
 February 04, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Lewis John Hartnett

2. Issuer Name and Ticker or Trading Symbol
 INSWEB CORP [INSW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 388 MARKET STREET, SUITE 920
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2010

____ Director ____X__ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

SAN FRANCISCO, CA 94111

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

(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 (\$0.001 par value) | 02/02/2010 | | P | | 104 A \$ 4.14 (4) | I | By Osmium Capital, LP (1) |
| Common Stock (\$0.001 par value) | 02/02/2010 | | P | | 2,196 A \$ 4.14 (4) | I | By Osmium Capital II, LP (1) |
| Common Stock (\$0.001 par value) | 02/02/2010 | | P | | 3,000 A \$ 4.14 (4) | I | By separately managed accounts (2) |

Edgar Filing: Lewis John Hartnett - Form 4

| | | | | | | | | |
|----------------------------------|------------|---|-------|---|-------------------|---------|-------|------------------------------------|
| Common Stock (\$0.001 par value) | 02/03/2010 | P | 1,524 | A | \$ 4.25 (5) | 127,783 | I | By Osmium Capital, LP (1) |
| Common Stock (\$0.001 par value) | 02/03/2010 | P | 4,476 | A | \$ 4.25 (5) | 380,188 | I | By Osmium Capital II, LP (1) |
| Common Stock (\$0.001 par value) | 02/03/2010 | P | 1,000 | A | \$ 4.25 (5) | 44,245 | I | By separately managed accounts (2) |
| Common Stock (\$0.001 par value) | 02/04/2010 | P | 250 | A | \$ 4.15 (6) | 128,033 | I | By Osmium Capital, LP (1) |
| Common Stock (\$0.001 par value) | 02/04/2010 | P | 750 | A | \$ 4.15 (6) | 380,938 | I | By Osmium Capital II, LP (1) |
| Common Stock (\$0.001 par value) | | | | | | 76,019 | I | By Osmium Spartan, LP (1) |
| Common Stock (\$0.001 par value) | | | | | | 44,733 | D (3) | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lewis John Hartnett 388 MARKET STREET, SUITE 920 SAN FRANCISCO, CA 94111 | | X | | |
| Osmium Partners, LLC 388 MARKET STREET, SUITE 920 SAN FRANCISCO, CA 94111 | | X | | |
| OSMIUM CAPITAL LP 388 MARKET STREET, SUITE 920 SAN FRANCISCO, CA 94111 | | X | | |
| Osmium Capital II, LP 388 MARKET STREET, SUITE 920 SAN FRANCISCO, CA 94111 | | X | | |
| OSMIUM SPARTAN L P 388 MARKET STREET, SUITE 920 SAN FRANCISCO, CA 94111 | | X | | |

Signatures

/s/ John H. Lewis John H. Lewis, for himself and as Managing Member of Osmium Partners, LLC, for itself and as General Partner of Osmium Capital, LP, Osmium Capital II, LP, and Osmium Spartan, LP

02/04/2010

__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) The general partner of Osmium Capital, LP, Osmium Capital II, LP and Osmium Spartan, LP is Osmium Partners, LLC ("General Partner"). John H. Lewis is the controlling member of the General Partner. Each of Mr. Lewis and the General Partner may be deemed to have voting and dispositive power with respect to the shares held by Osmium Capital, LP, Osmium Capital II, LP and Osmium Spartan, LP, and each disclaims beneficial ownership of such shares, except to the extent of his or its pecuniary interest therein, if any, and this report shall not be deemed an admission that Mr. Lewis or the General Partner is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Exchange Act") or for any other purpose.
- (2) The General Partner manages separately managed accounts for various investors and has discretionary investment authority over the trading of securities in such accounts. John H. Lewis is the controlling member of the General Partner. Each of Mr. Lewis and the General Partner may be deemed to have voting and dispositive power with respect to the shares held in such accounts, and each disclaims beneficial ownership of such shares, except to the extent of his or its pecuniary interest therein, if any, and this report shall not be deemed an admission that Mr. Lewis or the General Partner is the beneficial owner of the shares for purposes of Section 16 of the Exchange Act or for any other purpose.
- (3) These shares are held directly by John H. Lewis.

Edgar Filing: Lewis John Hartnett - Form 4

(4) Price represents the weighted average price with respect to shares purchased on this date. This transaction was executed in multiple trades ranging from \$4.00 to \$4.28. The Reporting Persons hereby undertake to provide upon request by the SEC, the issuer, or any security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(5) Price represents the weighted average price with respect to shares purchased on this date. This transaction was executed in multiple trades ranging from \$4.24 to \$4.25. The Reporting Persons hereby undertake to provide upon request by the SEC, the issuer, or any security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(6) Price represents the weighted average price with respect to shares purchased on this date. This transaction was executed in multiple trades ranging from \$4.15 to \$4.1515. The Reporting Persons hereby undertake to provide upon request by the SEC, the issuer, or any security holder of the issuer, full information regarding the number of shares purchased at each separate price

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.