

OSMIUM CAPITAL LP

Form 4

June 30, 2009

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 *
Lewis John Hartnett

(Last) (First) (Middle)

388 MARKET STREET, SUITE 920

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 or Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock (\$0.001 par value)	06/26/2009		J ⁽⁴⁾		60,000	D	\$ 2.83	119,192	I	By Osmium Capital, LP ⁽¹⁾
Common Stock (\$0.001 par value)	06/26/2009		J ⁽⁴⁾		60,000	A	\$ 2.83	362,579	I	By Osmium Capital II, LP ⁽¹⁾
Common Stock (\$0.001 par value)								104,983	I	By Osmium Spartan, LP ⁽¹⁾

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Common Stock (\$0.001 par value)	11,281	I	By separately managed accounts ⁽²⁾
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.

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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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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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		
		X		

Osmium Capital II, LP
388 MARKET STREET, SUITE 920
SAN FRANCISCO, CA 94111

OSMIUM SPARTAN L P
388 MARKET STREET, SUITE 920 X
SAN FRANCISCO, CA 94111

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

06/30/2009

__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. John H. Lewis is the controlling member of Osmium Partners, LLC. Each of Mr. Lewis and Osmium Partners, LLC 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 Osmium Partners, LLC is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

(2) Osmium Partners, LLC 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 Osmium Partners, LLC. Each of Mr. Lewis and Osmium Partners, LLC 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 Osmium Partners, LLC is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

(3) These shares are held directly by John H. Lewis.

(4) This transaction represents a cross-trade between Osmium Capital, LP and Osmium Capital II, LP as part of a routine rebalancing by Osmium Partners, LLC of certain investment portfolios under its management.

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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