CAMPBELL BRIAN P

Form 4 March 18, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CAMPBELL BRIAN P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DICE HOLDINGS, INC. [DHX]

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

03/14/2013

Director 10% Owner

(Check all applicable)

VP, Business & Legal Affairs

_X__ Officer (give title below)

Other (specify

C/O DICE HOLDINGS, INC., 1040 AVENUE OF THE AMERICAS,

(Street)

(First)

(Middle)

16TH FLOOR

(Last)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

NEW YORK, NY 10018

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	ed of		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 Beneficial Ownership (Instr. 4)
Common Stock	03/14/2013		M	1,099	A	\$ 0.2	62,508	D	
Common Stock	03/14/2013		S <u>(1)</u>	1,099	D	\$ 10.0018 (2)	61,409	D	
Common Stock	03/15/2013		M	38,138	A	\$ 0.2	99,547	D	
Common Stock	03/15/2013		S <u>(1)</u>	38,138	D	\$ 10.0281 (3)	61,409	D	

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Common Stock	03/15/2013	M	39,522	A	\$ 1.98	100,931	D
Common Stock	03/15/2013	S <u>(1)</u>	39,522	D	\$ 10.0281 (3)	61,409	D
Common Stock	03/15/2013	M	2,740	A	\$ 6.65	64,149	D
Common Stock	03/15/2013	S <u>(1)</u>	2,740	D	\$ 10.0281 (3)	61,409	D
Common Stock	03/18/2013	M	7,200	A	\$ 6.65	68,609	D
Common Stock	03/18/2013	S(1)	7,200	D	\$ 10.019 (4)	61,409	D

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

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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. Transactic Code (Instr. 8)	orDeri Secu Acq or D (D)	urities uired (A) isposed of er. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.2	03/14/2013		M		1,099	<u>(5)</u>	08/31/2015	Common Stock	1,099
Employee Stock Option (right to buy)	\$ 0.2	03/15/2013		M		38,138	<u>(5)</u>	08/31/2015	Common Stock	38,138
Employee Stock	\$ 1.98	03/15/2013		M		39,522	(5)	08/31/2015	Common Stock	39,522

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Option (right to buy)								
Employee Stock Option (right to buy)	\$ 6.65	03/15/2013	M	2,740	(5)	08/31/2015	Common Stock	2,740
Employee Stock Option (right to buy)	\$ 6.65	03/18/2013	M	7,200	<u>(5)</u>	08/31/2015	Common Stock	7,200

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CAMPBELL BRIAN P C/O DICE HOLDINGS, INC. 1040 AVENUE OF THE AMERICAS, 16TH FLOOR NEW YORK, NY 10018

VP, Business & Legal Affairs

Signatures

/s/ Brian P. 03/18/2013 Campbell

**Signature of Date
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) These shares were sold pursuant to a Rule 10b5-1(c) sales plan dated March 15, 2012.
- The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged (2) from \$10.00 to \$10.01. Upon request of the SEC staff, Dice Holdings, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged (3) from \$10.00 to \$10.06. Upon request of the SEC staff, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged (4) from \$10.00 to \$10.04. Upon request of the SEC staff, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (5) These options were all vested and exercisable as of August 31, 2009.

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.

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