

INSWEB CORP
Form 4/A
April 25, 2007

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 *
GRIFFIN WILLIAM DUANE

(Last) (First) (Middle)
11290 PYRITES WAY, SUITE 200

(Street)

GOLD RIVER, CA 95670

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
04/25/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
| | | | | | | | | |

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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 | Amount or Number of Shares |
|--------------------|------------------------------------|------------------|------------|---|------|---|------------|------------|---------------------|--------------------|-------|--|
| Option to purchase | \$ 2.05 | 04/23/2007 | S | 5,000 | | | 04/23/2007 | 04/20/2011 | Common Stock | 5,000 | | |
| Option to purchase | \$ 5 | 04/23/2007 | S | 5,556 | | | 04/23/2007 | 04/01/2014 | Common Stock | 5,556 | | |
| Option to purchase | \$ 5 | 04/24/2007 | S | 5,000 | | | 04/24/2007 | 04/01/2014 | Common Stock | 5,000 | | |
| Option to purchase | \$ 5 | 04/24/2007 | S | 9,444 | | | 04/24/2007 | 04/01/2014 | Common Stock | 9,444 | | |
| Option to purchase | \$ 5 | 04/24/2007 | S | 5,000 | | | 04/24/2007 | 04/01/2014 | Common Stock | 5,000 | | |
| Option to purchase | \$ 2.05 | 04/24/2007 | S | 5,000 | | | 04/24/2007 | 04/20/2011 | Common Stock | 5,000 | | |
| Option to purchase | \$ 2.05 | 04/24/2007 | S | 5,000 | | | 04/24/2007 | 04/20/2011 | Common Stock | 5,000 | | |
| Option to purchase | \$ 2.05 | 04/24/2007 | S | 5,000 | | | 04/24/2007 | 04/20/2011 | Common Stock | 5,000 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRIFFIN WILLIAM DUANE 11290 PYRITES WAY SUITE 200 GOLD RIVER, CA 95670 | | | Chief Financial Officer | |

Signatures

David Pessarar, Attorney in Fact for Bill Griffin 04/25/2007

__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).

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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