

GRIFFIN WILLIAM DUANE
Form 4
August 23, 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

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)
11290 PYRITES WAY, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2007

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

Chief Financial Officer

(Street)
GOLD RIVER, CA 95670

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 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 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 Security (Instr. 3 and 4)
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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)		Date Exercisable	Expiration Date	Title	Am or Num of S
				Code	V				
Option to Purchase	\$ 4.95	08/21/2007	S	(A)	4,500	08/21/2007	04/01/2012	Common Stock	4,
Option to Purchase	\$ 4.95	08/21/2007	S	(A)	100	08/21/2007	04/01/2012	Common Stock	1
Option to Purchase	\$ 4.95	08/21/2007	S	(A)	600	08/21/2007	04/01/2012	Common Stock	6
Option to Purchase	\$ 4.95	08/21/2007	S	(A)	3,500	08/21/2007	04/01/2012	Common Stock	3,
Option to Purchase	\$ 4.95	08/21/2007	S	(A)	100	08/21/2007	04/01/2012	Common Stock	1
Option to Purchase	\$ 4.95	08/21/2007	S	(A)	10,800	08/21/2007	04/01/2012	Common Stock	10
Option to Purchase	\$ 4.95	08/22/2007	S	(A)	500	08/22/2007	04/01/2012	Common Stock	5
Option to Purchase	\$ 4.95	08/22/2007	S	(A)	2,000	08/22/2007	04/01/2012	Common Stock	2,
Option to Purchase	\$ 4.95	08/22/2007	S	(A)	10,065	08/22/2007	04/01/2012	Common Stock	10
Non-Qualified Stock Option (Right to Buy)	\$ 4.95	08/22/2007	S	(A)	135	08/22/2007	04/01/2012	Common Stock	1

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 William Duane Griffin 08/23/2007

__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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