**MOVE INC** Form 4 March 18, 2008

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

1(b).

(Last)

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1.Title of

Security

(Instr. 3)

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 \*

McNamee Roger

(First)

(Middle)

(Zip)

Symbol

2800 SAND HILL ROAD, SUITE

(Street)

MOVE INC [MOVE]

2. Issuer Name and Ticker or Trading

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

03/15/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

OMB Number:

3235-0287

January 31, Expires:

2005 Estimated average

burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Ownership

Form: Direct

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

5. Amount of

Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

MENLO PARK, CA 94025

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

Beneficially Owned Following (A) or

Reported Transaction(s) (Instr. 3 and 4)

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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amo

Underlying Secu

(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)				
				Code V	V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Series B Convertible Participating Preferred Stock	\$ 4.2 (1)	03/15/2008		J <u>(2)</u>		0.21	03/15/2008	11/29/2012 <u>(3)</u>	Common Stock	4
Series B Convertible Participating Preferred Stock	\$ 4.2 (1)	03/15/2008		J <u>(2)</u>		940.87	03/15/2008	11/29/2012 <u>(3)</u>	Common Stock	22

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
McNamee Roger 2800 SAND HILL ROAD SUITE 160 MENLO PARK, CA 94025	X	X						

## **Signatures**

Tracy Hogan Attorney-in-Fact for Roger
McNamee

\*\*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) Subject to anti-dilution adjustment pursuant to the terms of the Series B Convertible Participating Preferred Stock, par value \$0.001 per share (the "Series B Preferred Stock"), of Move, Inc.
- (2) These are shares that have been issued as a quarterly in-kind dividend in accordance with the terms of the Series B Preferred Stock.
- (3) The Series B Preferred Stock is mandatorily redeemable on the seventh anniversary of the original issuance date. The Series B Preferred Stock is also subject to earlier redemption, repurchase or mandatory conversion in accordance with the terms thereof.
- This is the number of shares of common stock, par value \$0.001 per share ("Issuer Common Stock"), of Move, Inc. issuable upon conversion with respect to the amount in column 5 as of the date of this filing. Pursuant to the terms of the Series B Preferred Stock, no fractional shares of Issuer Common Stock will be issued upon conversion of the Series B Preferred Stock. Fractional shares of Series B Preferred Stock will, however, be issued with respect to any quarterly in-kind dividends on the Series B Preferred Stock.
- These securities are held by Elevation Employee Side Fund, LLC ("Side Fund"). Mr. McNamee is a manager of Elevation Management, (5) LLC which is the sole managing member of Side Fund. Mr. McNamee disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in his distributive share therein.

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These securities are held by Elevation Partners, L.P. ("Elevation Partners"). Mr. McNamee is a manager of Elevation Associates, LLC which is the sole general partner of Elevation Associates, L.P. ("Elevation GP"). Elevation GP is the sole general partner of Elevation Partners. Mr. McNamee disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in his distributive share therein.

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.