

Katz Andrew S
Form 4/A
October 24, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Katz Andrew S

2. Issuer Name and Ticker or Trading Symbol
interclick, inc. [ICKL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11 WEST 19TH STREET, 10TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2011

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

CHIEF TECHNOLOGY OFFICER

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
05/20/2011

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

NEW YORK, NY 10011

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.001	03/21/2011		A		30,000 ⁽⁷⁾	\$ 0	72,625 D
Common Stock, par value \$0.001	05/18/2011		C		20,000	\$ 2	92,625 ⁽¹⁾ D
Common Stock, par value \$0.001	05/18/2011		C		833	\$ 4.5	93,458 I ⁽²⁾ See footnote 2 ⁽²⁾

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Common Stock, par value \$0.001	05/18/2011	C	833	A	\$ 4	94,291	I ⁽³⁾	See footnote 3 ⁽³⁾
Common Stock, par value \$0.001	05/18/2011	S	18,700	D	\$ 7	75,591	D	
Common Stock, par value \$0.001	05/18/2011	S	200	D	\$ 7	75,391	D	
Common Stock, par value \$0.001	05/18/2011	S	200	D	\$ 7.05	75,191	D	
Common Stock, par value \$0.001	05/18/2011	S	900	D	\$ 7.06	74,291	D	
Common Stock, par value \$0.001	05/18/2011	S	319	D	\$ 7.01	75,972	I ⁽⁴⁾	See footnote 4 ⁽⁴⁾
Common Stock, par value \$0.001	05/18/2011	S	1,347	D	\$ 7.01	72,625	I ⁽⁵⁾	See footnote 5 ⁽⁵⁾
Common Stock, par value \$0.001	05/19/2011	S	1,100	D	\$ 7	71,525	D	
Common Stock, par value \$0.001	05/19/2011	C	1,100	A	\$ 2	72,625	D	
Common Stock, par value \$0.001	05/20/2011	C	400	A	\$ 2	73,025	D	
Common Stock, par value \$0.001	05/20/2011	S	400	D	\$ 6.95	72,625	D	
	05/20/2011	C	100	A	\$ 2	72,725	D	

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Common Stock, par value \$0.001							
Common Stock, par value \$0.001	05/20/2011	S	100	D	\$ 6.97	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	200	A	\$ 2	72,825	D
Common Stock, par value \$0.001	05/20/2011	S	200	D	\$ 6.97	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	5,115	A	\$ 2	77,740	D
Common Stock, par value \$0.001	05/20/2011	S	5,115	D	\$ 6.87	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	200	A	\$ 2	72,825	D
Common Stock, par value \$0.001	05/20/2011	S	200	D	\$ 6.87	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	300	A	\$ 2	72,995	D
Common Stock, par value \$0.001	05/20/2011	S	300	D	\$ 6.88	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	1,100	A	\$ 2	73,725	D
	05/20/2011	S	1,100	D	\$ 6.9	72,625	D

Common
Stock, par
value
\$0.001

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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 2	05/18/2011		C	20,000	09/21/2009 09/21/2012	Common Stock, par value \$0.001 20,000
Stock Options	\$ 4.5	05/18/2011		C	833	02/12/2011 02/12/2015	Common Stock, par value \$0.001 833
Stock Options	\$ 4	05/18/2011		C	833	09/28/2010 09/28/2014	Common Stock, par value \$0.001 833
Stock Options	\$ 2	05/19/2011		C	1,100	09/21/2009 09/21/2012	Common Stock, par value \$0.001 1,100
Stock Options	\$ 2	05/20/2011		C	700	09/21/2009 09/21/2012	Common Stock, par value \$0.001 700
Stock Options	\$ 2	05/20/2011		C	3,200	09/21/2009 09/21/2012	Common Stock, par value 3,200

