

GREENFIELD ONLINE INC
Form 4
October 16, 2008

FORM 4

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

OMB APPROVAL

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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 *
MICROSOFT CORP

2. Issuer Name and Ticker or Trading Symbol
GREENFIELD ONLINE INC
[SRVY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2008

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

ONE MICROSOFT WAY

(Street)

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

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

REDMOND, WA 98052-6399

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/14/2008 | | P | | 164,080 (1) | A | \$ 17.5 |
| | | | | | | | 25,124,846 (2) |
| Common Stock | | | | | | I | see footnote (3) |
| Common Stock | | | | | | I | see footnote (4) |
| Common Stock | 10/15/2008 | | P | | 1,247,301 (5) | A | \$ 17.5 |
| | | | | | | | 100 (6) |
| | | | | | | D | |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MICROSOFT CORP ONE MICROSOFT WAY REDMOND, WA 98052-6399 | | X | | |
| Crisp Acquisition Corp ONE MICROSOFT WAY REDMOND, WA 98052-6399 | | X | | |

Signatures

Keith R. Dolliver, Assistant Secretary, Microsoft Corporation
10/15/2008
 __Signature of Reporting Person Date

Keith R. Dolliver, President, Crisp Acquisition Corporation
10/15/2008
 __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) Represents shares purchased in a tender offer.
 - (2) On October 15, 2008, Crisp Acquisition Corporation merged with and into Greenfiled Online, Inc. (the "Merger"). At the effective time of the Merger, these shares were canceled and ceased to exist.

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- (3) The shares were held by Crisp Acquisition Corporation, a wholly-owned subsidiary of Microsoft Corporation. Microsoft Corporation was an indirect beneficial owner of the reported shares of common stock.
- (4) The shares were held by Microsoft Global Finance, a subsidiary of Microsoft Corporation. Microsoft Corporation was an indirect beneficial owner of the reported shares of common stock.

- Reflects all of the outstanding shares of Greenfield Online, Inc. not tendered in the tender offer and not otherwise indirectly owned by
- (5) Microsoft Corporation and deemed acquired by Microsoft Corporation pursuant to the consummation of the Merger. At the effective time of the Merger, these shares were canceled and ceased to exist.

- Prior to the Merger, Microsoft Corporation held 100 shares of the common stock of Crisp Acquisition Corporation, par value \$0.01 per share, which shares represented all of the issued and outstanding capital stock of Crisp Acquisition Corporation. Upon the Merger, each
- (6) share of Crisp Acquisition Corporation converted into one share of Greenfield Online, Inc., par value \$0.01 per share. Crisp Acquisition Corporation's separate corporate existence ceased and Greenfield Online, Inc. survived the Merger as a direct, wholly-owned subsidiary of Microsoft Corporation.

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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