

Dumas Robert
Form 4
December 17, 2010

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dumas Robert

(Last) (First) (Middle)

C/O DICE HOLDINGS, INC., 1040
AVENUE OF THE AMERICAS,
16TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DICE HOLDINGS, INC. [DHX]

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

12/15/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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	12/15/2010		M		97,963	A	\$ 0.2	121,013	D
Common Stock	12/15/2010		M		58,777	A	\$ 1.98	179,790	D
Common Stock	12/15/2010		M		12,101	A	\$ 6.49	191,891	D
Common Stock	12/15/2010		M		25,000	A	\$ 6.65	216,891	D
Common Stock	12/15/2010		M		15,000	A	\$ 2.88	231,891	D

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Common Stock	12/15/2010		S	208,841	D	\$ 10.2663	23,050	D
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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
Employee Stock Option (Right to Buy)	\$ 0.2	12/15/2010		M		97,963		<u>(1)</u>	08/31/2015	Common Stock	97,963
Employee Stock Option (Right to Buy)	\$ 1.98	12/15/2010		M		58,777		<u>(1)</u>	08/31/2015	Common Stock	58,777
Employee Stock Option (Right to Buy)	\$ 6.49	12/15/2010		M		12,101		<u>(1)</u>	01/31/2017	Common Stock	12,101
Employee Stock Option (Right to Buy)	\$ 6.65	12/15/2010		M		25,000		<u>(1)</u>	02/12/2015	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 2.88	12/15/2010		M		15,000		<u>(1)</u>	02/09/2016	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dumas Robert C/O DICE HOLDINGS, INC. 1040 AVENUE OF THE AMERICAS, 16TH FLOOR NEW YORK, NY 10018				See Remarks

Signatures

/s/ Robert P.
Dumas 12/17/2010

**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) These options were all vested and exercisable as of various dates prior to the date hereof.

Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. The reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person. This report shall not be an admission that the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

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.