

J2 GLOBAL COMMUNICATIONS INC
 Form 4
 August 08, 2011

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 *
RIELEY JOHN

2. Issuer Name and Ticker or Trading Symbol
J2 GLOBAL COMMUNICATIONS INC [JCOM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
6922 HOLLYWOOD BLVD., SUITE 500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2011

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

LOS ANGELES, CA 90028

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock \$0.01 Par Value | 08/04/2011 | | M ⁽¹⁾ | | 4,556 | A | \$ 20.91 |
| | | | | | 55,109 | | ⁽²⁾ |
| Common Stock \$0.01 Par Value | 08/04/2011 | | M ⁽¹⁾ | | 3,336 | A | \$ 21.67 |
| | | | | | 58,445 | | ⁽⁴⁾ |
| Common Stock \$0.01 Par | 08/04/2011 | | M ⁽¹⁾ | | 3,657 | A | \$ 22.92 |
| | | | | | 62,102 | | ⁽²⁾ |

Value

Common Stock \$0.01 Par Value 08/04/2011 S 11,549 D 29,9891 50,553 ⁽⁴⁾ D (3)

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 required to respond unless the form displays a currently valid OMB control number.

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(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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Options to Purchase Common Stock | \$ 20.91 | 08/04/2011 | | M | 4,556 | ⁽⁵⁾ 05/05/2018 | Common Stock \$0.01 Par Value | 4,556 |
| Options to Purchase Common Stock | \$ 21.67 | 08/04/2011 | | M | 3,336 | ⁽⁶⁾ 05/07/2019 | Common Stock \$0.01 Par Value | 3,336 |
| Options to Purchase Common Stock | \$ 22.92 | 08/04/2011 | | M | 3,657 | ⁽⁷⁾ 05/06/2020 | Common Stock \$0.01 Par Value | 3,657 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RIELEY JOHN
6922 HOLLYWOOD BLVD. X
SUITE 500
LOS ANGELES, CA 90028

Signatures

/s/ John Rieley 08/04/2011

**Signature of Date
Reporting Person

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 shares were acquired upon exercise of stock options issued under the Issuer's 2007 Stock Plan identified as exercised in Part II of this Form 4.
- (2) Includes 25,124 shares of restricted stock which remain subject to vesting.
- (3) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging from \$29.97 to \$30.02 per share. The Reporting Person hereby undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- (4) Includes 25,124 shares of restricted stock which remain subject to vesting.
- (5) The stock options vest in five (5) equal annual installments commencing May 5, 2009.
- (6) The stock options vest in five (5) equal annual installments commencing May 7, 2010.
- (7) The stock options vest in five (5) equal annual installments commencing May 6, 2011.

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.