

KRETZMER W BRIAN

Form 4

February 22, 2012

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 *
KRETZMER W BRIAN

(Last) (First) (Middle)

6922 HOLYWOOD BLVD., SUITE 500

(Street)

LOS ANGELES, CA 90028

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2012

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 below) Other (specify below)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock \$0.01 Par Value | 02/22/2012 | | M ⁽¹⁾ | | 13,668 | A | \$ 20.91 |
| Common Stock \$0.01 Par Value | 02/22/2012 | | M ⁽¹⁾ | | 6,672 | A | \$ 21.67 |
| Common Stock \$0.01 Par Value | 02/22/2012 | | M ⁽¹⁾ | | 3,657 | A | \$ 22.92 |

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| | | | | | | | |
|--|------------|---|--------|---|---------------------------|--------|---|
| Common Stock \$0.01 Par Value | 02/22/2012 | S | 23,997 | D | \$ 30.21 <u>(2)</u> | 28,524 | D |
|--|------------|---|--------|---|---------------------------|--------|---|

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 |
| Options to Purchase Common Stock | \$ 20.91 | 02/22/2012 | | M | 13,668 | <u>(3)</u> 05/05/2018 | Common Stock \$0.01 Par Value | 13,668 | |
| Options to Purchase Common Stock | \$ 21.67 | 02/22/2012 | | M | 6,672 | <u>(4)</u> 05/07/2019 | Common Stock \$0.01 Par Value | 6,672 | |
| Options to Purchase Common Stock | \$ 22.92 | 02/22/2012 | | M | 3,657 | <u>(5)</u> 05/06/2020 | Common Stock \$0.01 Par Value | 3,657 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KRETZMER W BRIAN 6922 HOLYWOOD BLVD. | X | | | |

SUITE 500
LOS ANGELES, CA 90028

Signatures

/s/ William Brian
Kretzmer

02/22/2012

__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 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.
Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging
- (2) from \$29.89 to \$30.00 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.
- (3) The stock options vest in five (5) equal annual installments commencing May 5, 2009.
- (4) The stock options vest in five (5) equal annual installments commencing May 7, 2010.
- (5) The stock options vest in five (5) equal annual installments commencing May 6, 2011.
- (6) Stock options granted for services rendered; no value placed on services rendered.

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.