

DICE HOLDINGS, INC.  
Form 4  
July 23, 2007

**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 \*  
**Benson John**

(Last) (First) (Middle)

C/O DICE HOLDINGS, INC., 3  
PARK AVENUE, 33RD FLOOR

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**DICE HOLDINGS, INC. [DHX]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/23/2007**

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)

CEO - eFinancial Careers

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                               |                                                          |                                   |
| Common Stock                    | 07/23/2007                           |                                                    | C                              | V Amount (D) Price                                                | 642,634                                                                                       | 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)**

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| 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 | 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 of Number of Shares |
| Series A Convertible Preferred Stock       | (2)                                                    | 07/23/2007                           |                                                    | C                   | 642,634                                                                                 | (2)                                                      | (2)                                                           | Common Stock | 642,634                    |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                          |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                           | Director      | 10% Owner | Officer                  | Other |
| Benson John<br>C/O DICE HOLDINGS, INC.<br>3 PARK AVENUE, 33RD FLOOR<br>NEW YORK, NY 10016 |               |           | CEO - eFinancial Careers |       |

## Signatures

/s/ John Benson                      07/23/2007  
 \*\*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) The Series A Convertible Preferred Stock converted into Dice Holdings, Inc. common stock on a one-for-one basis on July 23, 2007. Any holder of shares of Series A Convertible Preferred Stock has the right, at its option, at any time and from time to time, to convert such shares into common stock on a one-for-one basis. The holders of at least 66 2/3% of all outstanding shares of Series A Convertible Preferred Stock have the right, at any time, to require that all of the outstanding shares of Series A Convertible Preferred Stock be converted into shares of common stock on a one-for-one basis. There is no expiration on either the optional or mandatory conversion right.

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.