

CAMPBELL BRIAN P
Form 4
March 18, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
CAMPBELL BRIAN P

(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)
03/14/2013

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)
VP, Business & Legal Affairs

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|---|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 03/14/2013 | | M | | | 1,099 | A | \$ 0.2 | 62,508 | D | |
| Common Stock | 03/14/2013 | | S ⁽¹⁾ | | | 1,099 | D | \$ 10.0018 | 61,409 | D | |
| Common Stock | 03/15/2013 | | M | | | 38,138 | A | \$ 0.2 | 99,547 | D | |
| Common Stock | 03/15/2013 | | S ⁽¹⁾ | | | 38,138 | D | \$ 10.0281 | 61,409 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-----------------------------|---------|---|
| Common Stock | 03/15/2013 | M | 39,522 | A | \$ 1.98 | 100,931 | D |
| Common Stock | 03/15/2013 | S ⁽¹⁾ | 39,522 | D | \$ 10.0281 <u>(3)</u> | 61,409 | D |
| Common Stock | 03/15/2013 | M | 2,740 | A | \$ 6.65 | 64,149 | D |
| Common Stock | 03/15/2013 | S ⁽¹⁾ | 2,740 | D | \$ 10.0281 <u>(3)</u> | 61,409 | D |
| Common Stock | 03/18/2013 | M | 7,200 | A | \$ 6.65 | 68,609 | D |
| Common Stock | 03/18/2013 | S ⁽¹⁾ | 7,200 | D | \$ 10.019 <u>(4)</u> | 61,409 | 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 |
| Employee Stock Option (right to buy) | \$ 0.2 | 03/14/2013 | | M | 1,099 | <u>(5)</u> | 08/31/2015 | Common Stock | 1,099 |
| Employee Stock Option (right to buy) | \$ 0.2 | 03/15/2013 | | M | 38,138 | <u>(5)</u> | 08/31/2015 | Common Stock | 38,138 |
| Employee Stock | \$ 1.98 | 03/15/2013 | | M | 39,522 | <u>(5)</u> | 08/31/2015 | Common Stock | 39,522 |

Option
(right to
buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|
| Option (right to buy) | \$ 6.65 | 03/15/2013 | M | 2,740 | <u>(5)</u> | 08/31/2015 | Common Stock | 2,740 |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|
| Option (right to buy) | \$ 6.65 | 03/18/2013 | M | 7,200 | <u>(5)</u> | 08/31/2015 | Common Stock | 7,200 |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMPBELL BRIAN P C/O DICE HOLDINGS, INC. 1040 AVENUE OF THE AMERICAS, 16TH FLOOR NEW YORK, NY 10018 | | | VP, Business & Legal Affairs | |

Signatures

/s/ Brian P.
Campbell

03/18/2013

__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 sold pursuant to a Rule 10b5-1(c) sales plan dated March 15, 2012.

The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$10.00 to \$10.01. Upon request of the SEC staff, Dice Holdings, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(3) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$10.00 to \$10.06. Upon request of the SEC staff, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(4) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$10.00 to \$10.04. Upon request of the SEC staff, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(5) These options were all vested and exercisable as of August 31, 2009.

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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