

Evans Thomas R  
 Form 4  
 September 29, 2009

**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 \*  
 Evans Thomas R

2. Issuer Name and Ticker or Trading Symbol  
 BANKRATE INC [RATE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 11760 US HIGHWAY ONE, SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/25/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President & CEO

NORTH PALM BEACH, FL 33408  
 (City) (State) (Zip)

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

**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 or Price (D)		
Common stock	09/25/2009			M	35,460 A \$ 8.46	D	
Common stock	09/25/2009			D	35,460 D \$ 28.5	D	
Common stock	09/25/2009			D <sup>(2)</sup>	34,166 D \$ 28.5	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)

number.

**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 Number Shares
Employee stock option	\$ 8.46	09/25/2009		M		35,460	07/01/2005 06/25/2011	Common stock	35,460
Employee stock option	\$ 8.46	09/25/2009		D <sup>(1)</sup>		564,540	07/01/2005 06/25/2011	Common stock	564,540
Employee stock option	\$ 10.01	09/25/2009		D <sup>(1)</sup>		280,000	11/04/2005 10/26/2011	Common stock	280,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Thomas R 11760 US HIGHWAY ONE SUITE 200 NORTH PALM BEACH, FL 33408			President & CEO	

## Signatures

Thomas R. Evans 09/29/2009  
 \*\*Signature of Reporting Person Date

By: Robert J. DeFranco, 09/29/2009  
 Attorney-In-Fact Date  
 \*\*Signature of 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) Stock options were cancelled in exchange for the difference between \$28.50 and the exercise price pursuant to the merger of Ben Merger Sub, Inc. with and into Bankrate, Inc.
- (2) Payment with respect to these shares of restricted stock were made net of applicable tax withholdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Evans Thomas R - Form 4

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