

HABIG BRENT
Form 4
November 14, 2005

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 *
HABIG BRENT

2. Issuer Name and Ticker or Trading Symbol
VERTICALNET INC [VERT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
261 5TH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

NEW YORK, NY 10016

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
					(A) or (D)		\$
Common Stock	11/10/2005		A		36,165 <u>(1)</u>	A	0.01 <u>(2)</u>
					998,125 <u>(3)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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 Options	\$ 0.43	11/10/2005		A	25,000	(4)	11/10/2015	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
HABIG BRENT 261 5TH AVENUE NEW YORK, NY 10016	Director 10% Owner Officer Executive Vice President

Signatures

Christopher G. Kuhn, power of attorney
11/14/2005
**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) Award of Restricted Stock pursuant to 2000 Equity Compensation Plan. 100% of the grant vests on May 10, 2006 provided reporting person is an employee on that date.
- (2) Payable upon distribution of the shares.
Includes: 36,115 shares of Common Stock that may be issued upon vesting of Restricted Stock; 100% of the 36,115 shares of Restricted Stock vest on May 10, 2006; 13,158 shares of Common Stock that may be issued upon vesting of Restricted Stock Units; 100% of the 13,158 Restricted Stock Units vest on March 2, 2006 provided the reporting person is an employee on that date; 12,500 shares of Common Stock that may be issued upon vesting of Restricted Stock Units; 25% of the 12,500 Restricted Stock Units vests on May 5, 2006; 2.083% vests on the fifth day of every month thereafter until and including May 5, 2009 provided reporting person is an employee on those dates; and 12,500 shares of Common Stock that may be issued on the vesting of Restricted Stock Units: 25% of the 12,500 Restricted Stock Units vests on September 8, 2006; 2.083% vests on the eighth day of every month thereafter until and including September 8, 2009 provided reporting person is an employee on those dates.
- (4) 25% of grant on November 10, 2006; 2.083% of grant on tenth day of each month thereafter until and including November 10, 2009.
- (5) Option Grant; price not relevant.

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.