

Danson Christopher Joseph  
 Form 4  
 September 15, 2011

**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 \*  
 Danson Christopher Joseph

(Last) (First) (Middle)  
 200 S. WACKER DRIVE, SUITE 820  
 (Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Mattersight Corp [MATR]

3. Date of Earliest Transaction (Month/Day/Year)  
 08/16/2011

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)  
 Vice President, Delivery

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			
				Code	V	Amount		
Common Stock	08/16/2011		S	656	D	\$ 5.44	341,885 <sup>(2)</sup>	D
						<u>(1)</u>		
Common Stock	08/17/2011		S	1,500	D	\$ 5.5	340,385	D
Common Stock	08/18/2011		S	2,634	D	\$ 5.52	337,751	D
						<u>(3)</u>		
Common Stock	08/19/2011		S	1,603	D	\$ 5.61	336,148	D
						<u>(4)</u>		

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Common Stock	08/23/2011	S	1,100	D	\$ 5.55 (5)	335,048	D	
Common Stock	08/24/2011	S	1,000	D	\$ 5.55 (5)	334,048	D	
Common Stock	08/25/2011	S	283	D	\$ 5.6	333,765	D	
Common Stock	09/13/2011	S	845	D	\$ 5.02 (6)	332,920	D	
Common Stock						333 (7)	I	By Spouse

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Danson Christopher Joseph 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606			Vice President, Delivery	

## Signatures

William B. Noon,  
Attorney-in-fact

09/15/2011

\_\_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) The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$5.44 to \$5.45. The reporting person undertakes to provide to Mattersight Corporation, any security holder of Mattersight Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnotes (1) through (6) in this Form 4.
  - (2) Total reflects all transactions reported prior to the date of this filing of this report.
  - (3) The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$5.50 to \$5.55.
  - (4) The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$5.55 to \$5.65.
  - (5) The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$5.50 to \$5.60.
  - (6) The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$5.00 to \$5.05.
  - (7) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.