

LOEWE L ERIC
Form 4
October 13, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
LOEWE L ERIC

(Last) (First) (Middle)
10850 GOLD CENTER
DRIVE, SUITE 250

(Street)

RANCHO CORDOVA, CA 95670

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSWEB CORP [INSW]

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2011

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)
General Counsel

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 | (D) | Price |
| Common Stock | 10/11/2011 ⁽¹⁾ | | S | | 21,380 | D | \$ 9.04 <u>(3)</u> |
| Common Stock | 10/12/2011 ⁽¹⁾ | | S | | 5,000 | D | \$ 8.63 <u>(2)</u> |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to purchase | \$ 4.95 | 10/11/2011 ⁽¹⁾ | | M | 13,885 | 04/01/2002 04/01/2012 | Common Stock | 13,885 |
| Option to purchase | \$ 3.48 | 10/11/2011 ⁽¹⁾ | | M | 7,495 | 01/25/2007 01/25/2012 | Common Stock | 7,495 |
| Option to purchase | \$ 3.48 | 10/12/2011 ⁽¹⁾ | | M | 5,000 | 01/25/2007 01/25/2012 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LOEWE L ERIC 10850 GOLD CENTER DRIVE SUITE 250 RANCHO CORDOVA, CA 95670 | | | General Counsel | |

Signatures

/s/ L. Eric
Loewe

10/13/2011

**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) Transaction executed pursuant to a Preset Diversification (10b5-1) Trading Plan dated May 11, 2011.

(2) This price represents the average price for multiple transactions with individual prices ranging from \$8.50 and \$8.71. Upon request of the SEC staff, the reporting owner will undertake to provide full details regarding the price and number of shares for the transactions.

(3) This price represents the average price for multiple transactions with individual prices ranging from \$8.75 and \$9.38. Upon request of the SEC staff, the reporting owner will undertake to provide full details regarding the price and number of shares for the transactions.

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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