

SAINT FREDERICK G.
Form 4
December 29, 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 *
SAINT FREDERICK G.

2. Issuer Name and Ticker or Trading Symbol
LoopNet, Inc. [LOOP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O LOOPNET, INC., 2100 E.
ROUTE, SUITE 200

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Product & Bus. Dev.

(Street)
GLENDDORA, CA 91740

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 (A) or Price (D)		
Common Stock	12/27/2011		M		\$ 11.06	57,812	D
Common Stock	12/27/2011		F(1)		\$ 18.31	56,605	D
Common Stock	12/27/2011		M		\$ 7.26	58,480	D
Common Stock	12/27/2011		F(1)		\$ 18.31	57,255	D
Common Stock	12/27/2011		M		\$ 9.97	58,818	D

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Common Stock	12/27/2011	F ⁽¹⁾	1,155	D	\$ 18.31	57,663	D
Common Stock	12/27/2011	M	521	A	\$ 11.13	58,184	D
Common Stock	12/27/2011	F ⁽¹⁾	404	D	\$ 18.31	57,780	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.06	12/27/2011		M	1,562	02/09/2008 ⁽²⁾ 01/08/2015	Common Stock	1,562	
Stock Option (Right to Buy)	\$ 7.26	12/27/2011		M	1,875	03/13/2009 ⁽²⁾ 02/12/2016	Common Stock	1,875	
Stock Option (Right to Buy)	\$ 9.97	12/27/2011		M	1,563	03/11/2010 ⁽²⁾ 02/10/2017	Common Stock	1,563	
Stock Option (Right to Buy)	\$ 11.13	12/27/2011		M	521	10/01/2010 ⁽²⁾ 08/31/2017	Common Stock	521	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAINT FREDERICK G. C/O LOOPNET, INC. 2100 E. ROUTE, SUITE 200 GLEN DORA, CA 91740			SVP - Product & Bus. Dev.	

Signatures

/s/ Maria T. Valles, as
Attorney-in-Fact

12/29/2011

**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) Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the above-reported exercise of options. The amount of shares withheld is based on the closing price on December 23, 2011.
- (2) The option vests at a rate of 1/48th per month beginning on the Date Exercisable.

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.