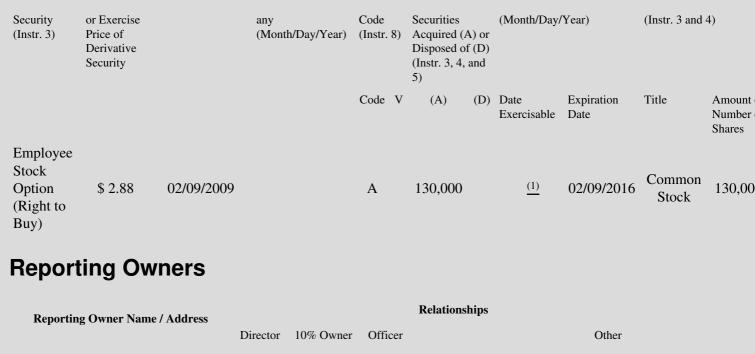
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SILVER THOMA Form 4											
February 11, 2009										PPROVA	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION											
Check this box	Washington, D.C. 20549									3235-(
if no longer subject to Section 16. Form 4 or Form 5		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES • Section 16(a) of the Securities Exchange Act of 1934,						Estimated burden hou	Expires:January 31Expires:200Estimated averageburden hours perresponse0.5		
obligations may continue. See Instruction 1(b).		· ·		Jtility Hol nvestment	U	1 2		of 1935 or Sectio 940	on		
(Print or Type Respon	nses)										
1. Name and Address of Reporting Person <u>*</u> SILVER THOMAS			2. Issuer Name and Ticker or Trading Symbol DICE HOLDINGS, INC. [DHX]				-	5. Relationship of Reporting Person(s) to Issuer			
(Last) ((First) (Middle)		of Earliest T			•]	(Che	eck all applicabl	e)	
C/O DICE HOLDINGS, INC., 3 PARK AVENUE, 33RD FLOOR			(Month/Day/Year) 02/09/2009					Director 10% Owner X Officer (give titleX Other (specify below) below) Senior VP, Mktg & Customer Svc / See Remarks			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
NEW YORK, N	Y 10016		Filed(Mo	onth/Day/Yea	r)			Applicable Line) _X_ Form filed by Form filed by Person	One Reporting P More than One R		
(City) ((State)	(Zip)	Tab	ole I - Non-I	Derivative	Securit	ties A	cquired, Disposed (of, or Beneficia	lly Owned	l
	ansaction Date th/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or		Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficial Ownershi (Instr. 4)	1
				Code V	Amount	(D) I	Price				
Reminder: Report on	a separate line	e for each cl	ass of sec	urities benet	Perso inforn requir	ns who nation ed to r lys a c	o res conta respo	r indirectly. pond to the colle ained in this form ond unless the for atly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab			curities Acq ls, warrants	uired, Dis	posed o		Beneficially Owned ecurities)	I		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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SILVER THOMAS C/O DICE HOLDINGS, INC. 3 PARK AVENUE, 33RD FLOOR NEW YORK, NY 10016

Senior VP, Mktg & Customer Svc See Remarks

Signatures

/s/ Thomas M. 02/11/2009 Silver

<u>**</u>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 options vest over four years, with the first 25% vesting on the first anniversary of the date of grant (February 9, 2010) and 6.25% vesting quarterly thereafter.

Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934 owni more than 10% of the common stock. The reporting person disclaims beneficial ownership of any securities deemed to be ow by the group that are not directly owned by the reporting person. This report shall not be deemed an admission that the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

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.