

Melrose Constance
Form 4
January 12, 2012

FORM 4

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

OMB APPROVAL

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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 *
Melrose Constance

2. Issuer Name and Ticker or Trading Symbol
DICE HOLDINGS, INC. [DHX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O DICE HOLDINGS, INC., 1040 AVENUE OF THE AMERICAS, 16TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2012

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
VP Treas. & MD of eFinCareers / See Remarks

(Street)

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

NEW YORK, NY 10018

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/10/2012 | | M | 3,400 | A \$ 6.65 | 31,269 | D |
| Common Stock | 01/10/2012 | | S ⁽¹⁾ | 3,400 | D \$ 9.0038 | 27,869 | D |
| Common Stock | 01/11/2012 | | M | 600 | A \$ 6.65 | 28,469 | D |
| Common Stock | 01/11/2012 | | S ⁽¹⁾ | 600 | D \$ 9 | 27,869 | D |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 6.65 | 01/10/2012 | | M | 3,400 | <u>(3)</u> 02/12/2015 | Common Stock | 3,400 |
| Employee Stock Option (Right to Buy) | \$ 6.65 | 01/11/2012 | | M | 600 | <u>(4)</u> 02/12/2015 | Common Stock | 600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------------|
| | Director | 10% Owner | Officer | Other |
| Melrose Constance C/O DICE HOLDINGS, INC. 1040 AVENUE OF THE AMERICAS, 16TH FLOOR NEW YORK, NY 10018 | | | VP Treas. & MD of eFinCareers | See Remarks |

Signatures

/s/ Constance Melrose 01/12/2012

**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) These shares were sold pursuant to a Rule 10b5-1(c) sales plan dated December 16, 2010.

The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged

(2) from \$9.00 to \$9.0110. Upon request of the SEC staff, Dice Holdings, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(3) All of these options were vested and exercisable as of February 12, 2010.

(4) 225 of these options were vested and exercisable as of February 12, 2010, and 375 of these options were vested and exercisable as of May 12, 2010.

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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