

Cooper Brad F
Form 4
May 11, 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 *
Cooper Brad F

(Last) (First) (Middle)
10850 GOLD CENTER DR, 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)
05/09/2011

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)
Chief Revenue Officer

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 | (A) or (D) | Price |
| Common Stock | 05/09/2011 | | S | | 400 | D | \$ 7.62 |
| | | | | | 267 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|
| | | | | Code | V | (A) | (D) | Title | |
| Option to purchase | \$ 4.95 | 05/10/2011 | | S ⁽¹⁾ | | 2,300 | | 04/01/2002 04/01/2012 | Common Stock 2,300 |
| Option to purchase | \$ 4.95 | 05/10/2011 | | S ⁽¹⁾ | | 200 | | 04/01/2002 04/01/2012 | Common Stock 200 |
| Option to purchase | \$ 5 | 05/10/2011 | | S ⁽¹⁾ | | 900 | | 04/01/2004 04/01/2014 | Common Stock 900 |
| Option to purchase | \$ 5 | 05/10/2011 | | S ⁽¹⁾ | | 200 | | 04/01/2004 04/01/2014 | Common Stock 200 |
| Option to purchase | \$ 5 | 05/10/2011 | | S ⁽¹⁾ | | 1,100 | | 04/01/2004 04/01/2014 | Common Stock 1,100 |
| Option to purchase | \$ 5 | 05/10/2011 | | S ⁽¹⁾ | | 2,800 | | 04/01/2004 04/01/2014 | Common Stock 2,800 |
| Option to purchase | \$ 3.48 | 05/10/2011 | | S ⁽¹⁾ | | 4,549 | | 01/25/2007 01/25/2012 | Common Stock 4,549 |
| Option to purchase | \$ 3.48 | 05/10/2011 | | S ⁽¹⁾ | | 1,700 | | 01/25/2007 01/25/2012 | Common Stock 1,700 |
| Option to purchase | \$ 3.48 | 05/10/2011 | | S ⁽¹⁾ | | 1,500 | | 01/25/2007 01/25/2012 | Common Stock 1,500 |
| Option to purchase | \$ 3.48 | 05/10/2011 | | S ⁽¹⁾ | | 1,000 | | 01/25/2007 01/25/2012 | Common Stock 1,000 |
| Option to purchase | \$ 3.48 | 05/10/2011 | | S ⁽¹⁾ | | 537 | | 01/25/2007 01/25/2012 | Common Stock 537 |
| Option to purchase | \$ 3.48 | 05/10/2011 | | S ⁽¹⁾ | | 300 | | 01/25/2007 01/25/2012 | Common Stock 300 |
| Option to purchase | \$ 3.48 | 05/10/2011 | | S ⁽¹⁾ | | 214 | | 01/25/2007 01/25/2012 | Common Stock 214 |
| Option to purchase | \$ 3.48 | 05/10/2011 | | S ⁽¹⁾ | | 100 | | 01/25/2007 01/25/2012 | Common Stock 100 |
| Option to purchase | \$ 3.48 | 05/10/2011 | | S ⁽¹⁾ | | 100 | | 01/25/2007 01/25/2012 | Common Stock 100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cooper Brad F 10850 GOLD CENTER DR SUITE 250 RANCHO CORDOVA, CA 95670 | | | Chief Revenue Officer | |

Signatures

| | |
|---|---------------------|
| L. Eric Loewe, Attorney in fact for Brad F. Cooper | 05/11/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Pursuant to a cashless exercise

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.