Edgar Filing: BOLTON KAREN - Form 4

DOL TON VADEN

Form 4											
March 19, 2013 FORM 4 Check this be	4 UNITED S	Washington, D.C. 20549								PPROVAL 3235-0287 January 31,	
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	Filed purs e. Section 17(a	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							Estimated a burden hou response	Expires: 2005 Estimated average burden hours per response 0.5	
(Print or Type Resp 1. Name and Addr BOLTON KAP	ess of Reporting P	S	ymbol		Ticker or T	rading	5	5. Relationship of Issuer	f Reporting Pers		
(Last) 200 S. WACKI	· · · ·	(.	. Date of 1 Month/Da 03/15/20	-	ansaction			Director X Officer (give below)	10%	Owner er (specify	
				Amendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City)		Zip)	Table	I - Non-D	erivative S	ecurit	ies Aco	Person uired, Disposed of	f. or Beneficial	lv Owned	
	Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3.	4. Securit on(A) or Dis (D) (Instr. 3, 4	ies Ac sposed	quired of	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	
Common 0 Stock 0	3/15/2013			A	16,000	A	<u>(1)</u>	134,857	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 4.69	03/15/2013		А	30,000	(2)	03/15/2023	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
BOLTON KAREN 200 S. WACKER DR. SUITE 820 CHICAGO, IL 60606			Executive VP,Client Management				
Signatures							

Christine R. Carsen, Attorney-in-fact

03/19/2013

**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).

Award of time-vesting restricted stock pursuant to Mattersight Corporation 1999 Stock Incentive Plan. The Award will vest in full on(1) January 1, 2015, subject to employment on such date. The Award was approved by the Board of Directors of the issuer for purposes of 16b-3 and includes a tax withholding feature.

- (2) Option grant under the Mattersight Corporation 1999 Stock Incentive Plan. The option will become exercisable at a rate of 6.25% per quarter over 16 quarters commencing on May 31, 2013.
- (3) Not Applicable

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.

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