Gustafson David R Form 4 May 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

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SECURITIES Form 5 obligations may continue.

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(b).

See Instruction

1. Name and Address of Reporting Person * Gustafson David R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Mattersight Corp [MATR]

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

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

Director 10% Owner X_ Officer (give title _ Other (specify

200 S. WACKER DRIVE, SUITE

(Zip)

05/10/2013

below) VP, Marketing & Product Mngmnt

820

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60606

(City)

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	ecuri	ties Acc	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date		3.	4. Securit			5. Amount of	6. Ownership	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	onAcquired (A) or Disposed of (D)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	`	1	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A) or		Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	05/10/2013		Code V A	Amount 4,210 (1)	(D)	Price \$ 4.1	155,527 (2)	D	
Common Stock	05/10/2013		F	1,325 (3)	D	\$ 4.1	154,202	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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security	Acquired								Follo	
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Gustafson David R 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606

VP, Marketing & Product Mngmnt

Signatures

Christine R. Carsen, Attorney-in-fact

05/14/2013

**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).
- Represents Common Stock awarded to the employee. The stock was issued under the Mattersight Corporation 2006/2007 Salary Replacement Program (as amended and restated as of May 9, 2013) approved by the Compensation Committee in accordance **(1)** with Rule 16b-3 and the 1999 Stock Incentive Plan.
- Includes, 1500 shares of Common Stock acquired on 3/31/13 through the Mattersight Corporation 1999 Employee Stock Purchase **(2)**
- Disposition of shares to the issuer in the form of share withholding pursuant to the Mattersight Corporation 2006/2007 Salary Replacement Program (as amended and restated as of May 9, 2013) and the 1999 Stock Incentive Plan to satisfy tax withholding (3) obligations. The disposition was approved by the Compensation Committee in accordance with Rule 16b-3.

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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