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ANCESTRY.COM INC.

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SHOUP ERIC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/02/12 for the Period Ending 03/01/12

Address	360 WEST 4800 NORTH PROVO, UT 84604
Telephone	801-705-7000
CIK	0001469433
Symbol	ACOM
SIC Code	7374 - Computer Processing and Data Preparation and Processing Services
Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Shoup Eric (Last) (First) (Middle)	**Ancestry.com Inc. [ACOM]**	_____ Director _____ 10% Owner
360 WEST 4800 NORTH (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **3/1/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **EVP of Product**
PROVO, UT 84604 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	**$ 0** (1)	**3/1/2012**		**A**		**80000**		(1)	(1)	**Common Stock, $0.001 par value**	**80000**	**$ 0**	**80000**	**D**	
Common Stock Option (right to buy)	**$23.35**	**3/1/2012**		**A**		**160000**		(2)	**3/1/2022**	**Common Stock, $0.001 par value**	**160000**	**$ 0**	**160000**	**D**	
Restricted Stock Units	**$ 0** (3)							(3)	(3)	**Common Stock, $0.001 par value**	**35000**		**35000**	**D**	
Common Stock Option (right to buy)	**$16.53**							(4)	**3/18/2020**	**Common Stock, $0.001 par value**	**125000**		**125000**	**D**	
Common Stock Option (right to buy)	**$5.5**							(5)	**11/3/2018**	**Common Stock, $0.001 par value**	**80000**		**80000**	**D**	

Explanation of Responses:

(1) On March 1, 2012, the reporting person received 80,000 restricted stock units, vesting 1/16 on March 1, 2013 and 1/16 on the first day of every third month thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

(2) Option granted on March 1, 2012. The option, representing a right to purchase 160,000 shares, vests with respect to 1/48 of the total number of shares subject to the option on March 1, 2013, and 1/48 of the total number of shares subject to the option on the first day of every month thereafter.

(3) On March 18, 2010, the reporting person received 35,000 restricted stock units, vesting 50% on June 1, 2012 and 25% on each June 1 of the two years thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

(4) Option granted on March 18, 2010. The option, representing a right to purchase 125,000 shares, vests over four years with 1/4 of the total number of shares subject to the option vesting on the first anniversary of the date of grant and 1/48 of the total number of shares subject to the option vesting monthly thereafter.

(5) Option granted on November 3, 2008. The option, originally representing a right to purchase 165,000 shares, vests over four years with 1/4 of the total number of shares subject to the option vesting on the first anniversary of the date of grant and 1/48 of the total number of shares subject to the option vesting monthly thereafter.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shoup Eric **360 WEST 4800 NORTH** **PROVO, UT 84604**			**EVP of Product**	

Signatures

/s/ Christopher Brookhart, Attorney-in-Fact for Eric Shoup **3/2/2012**

** Signature of Reporting Person — Date

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

***** 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).

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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