

**AUTOWEB, INC.**  
Reported by  
**FERRIOLO WILLIAM**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 11/21/17 for the Period Ending 11/21/17

Address	18872 MACARTHUR BLVD SUITE 200 IRVINE, CA, 92612-1400
Telephone	9492254500
CIK	0001023364
Symbol	AUTO
SIC Code	7370 - Services-Computer Programming, Data Processing, Etc.
Industry	Advertising & Marketing
Sector	Consumer Cyclical
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>FERRIOLO WILLIAM</b>  (Last) (First) (Middle)  <b>18872 MACARTHUR BLVD., SUITE 200</b>  (Street)  <b>IRVINE, CA 92612</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>AutoWeb, Inc. [ AUTO ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, CHIEF OPERATING OFFICER</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/21/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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			
Common Stock	11/21/2017		M		6134	A	\$4.80	264889 (1)	D	

**Table II - Derivative Securities 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. 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				
Stock Options (Right to Buy)	\$4.80	11/21/2017		M		6134		(2)	1/20/2018	Common Stock	6134	\$0	0	D	

**Explanation of Responses:**

- (1) Includes (a) 8,333 shares of restricted stock that will vest on April 23, 2018; (b) 100,000 shares of restricted stock with restrictions lapsing as follows: (i) restriction on 50,000 shares shall lapse upon the weighted average closing price for Common Stock at or above \$30 per share for 30 consecutive trading days and (ii) restrictions on remaining 50,000 shares shall lapse upon the weighted average closing price for Common Stock at or above \$45 per share for 30 consecutive trading days; and (c) 70,000 shares of restricted stock that will vest 33 1/3% on each anniversary commencing September 27, 2018.
- (2) Subject to the achievement of certain performance goals of the Company in 2011, these derivative securities became exercisable as follows: 33 1/3% vested and became exercisable on January 20, 2012 and 1/36 vested and became exercisable at the end of each successive monthly anniversary thereafter for the following 24 months ending on January 20, 2014.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>FERRIOLO WILLIAM</b> <b>18872 MACARTHUR BLVD.</b> <b>SUITE 200</b> <b>IRVINE, CA 92612</b>			<b>EVP, CHIEF OPERATING OFFICER</b>	

**Signatures**

/s/ **GLENN E. FULLER, Attorney-in-Fact**

**11/21/2017**

\*\*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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