# MOVE INC

Reported by

**ANDERSON FRED D**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/17/08 for the Period Ending 09/15/08

| | |
|---|---|
| Address | 30700 RUSSELL RANCH RD<br>WESTLAKE VILLAGE, CA 91362 |
| Telephone | 8055572300 |
| CIK | 0001085770 |
| Symbol | MOVE |
| SIC Code | 6531 - Real Estate Agents and Managers |
| Industry | Computer Services |
| Sector | Technology |
| Fiscal Year | 12/31 |

http://www.edgar-online.com
© Copyright 2010, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

# 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
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

## 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) |
|---|---|---|
| **ANDERSON FRED D**<br>(Last) (First) (Middle) | **MOVE INC [ MOVE ]** | __ **X** __ Director __ **X** __ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below) |
| **2800 SAND HILL ROAD, SUITE 160**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**9/15/2008** | |
| **MENLO PARK, CA 94025**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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 | | | | |
| **Series B Convertible Participating Preferred Stock** | **$4.2** (1) | **9/15/2008** | | **J** (2) | | **957.41** | | **9/15/2008** | **11/29/2012** (3) | **Common Stock** | **227954** (4) | **$0** (2) | **110375.46** | **I** | **By Elevation Ptrs LP** (6) |
| **Series B Convertible Participating Preferred Stock** | **$4.2** (1) | **9/15/2008** | | **J** (2) | | **0.21** | | **9/15/2008** | **11/29/2012** (3) | **Common Stock** | **50** (4) | **$0** (2) | **24.29** | **I** | **By Elevation Emp Side Fund** (5) |

**Explanation of Responses:**

**( 1)** Subject to anti-dilution adjustment pursuant to the terms of the Series B Convertible Participating Preferred Stock, par value $0.001 per share (the "Series B Preferred Stock"), of Move, Inc.

**( 2)** These are shares that have been issued as a quarterly in-kind dividend in accordance with the terms of the Series B Preferred Stock.

**( 3)** The Series B Preferred Stock is mandatorily redeemable on the seventh anniversary of the original issuance date. The Series B Preferred Stock is also subject to earlier redemption, repurchase or mandatory conversion in accordance with the terms thereof.

**( 4)** This is the number of shares of common stock, par value $0.001 per share ("Issuer Common Stock"), of Move, Inc. issuable upon conversion with respect to the amount in column 5 as of the date of this filing. Pursuant to the terms of the Series B Preferred Stock, no fractional shares of Issuer Common Stock will be issued upon conversion of the Series B Preferred Stock. Fractional shares of Series B Preferred Stock will, however, be issued with respect to any quarterly in-kind dividends on the Series B Preferred Stock.

**( 5)** These securities are held by Elevation Employee Side Fund, LLC ("Side Fund"). Mr. Anderson is a manager of Elevation Management, LLC which is the sole managing member of Side Fund. Mr. Anderson disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in his distributive share therein.

**( 6)** These securities are held by Elevation Partners, L.P. ("Elevation Partners"). Mr. Anderson is a manager of Elevation Associates, LLC which is the sole general partner of Elevation Associates, L.P. ("Elevation GP"). Elevation GP is the sole general partner of Elevation Partners. Mr. Anderson disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in his distributive share therein.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **ANDERSON FRED D<br>2800 SAND HILL ROAD<br>SUITE 160<br>MENLO PARK, CA 94025** | **X** | **X** | | |

**Signatures**

**Tracy Hogan Attorney-in-Fact for Fred D. Anderson** — **9/17/2008**

** 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.

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.