

UNITED ONLINE INC

Reported by
ARMSTRONG JAMES T

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/01/09 for the Period Ending 08/28/09

Address	21301 BURBANK BOULEVARD WOODLAND HILLS, CA 91367
Telephone	8182873000
CIK	0001142701
Symbol	UNTD
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

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 * ARMSTRONG JAMES T <small>(Last) (First) (Middle)</small> 21301 BURBANK BLVD. <small>(Street)</small> WOODLAND HILLS, CA 91367 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol UNITED ONLINE INC [UNTD] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/28/2009</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)			
Common Stock	8/28/2009		S		20742	D	\$6.8795 (1)	105223 (2) (3)	D
Common Stock	8/31/2009		S		52604	D	\$6.9482 (4)	52619 (2) (3)	D

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				

Explanation of Responses:

- (1) Represents the weighted average sale price per share. The actual sales prices ranged from a low of \$6.87 to a high of \$6.90. The Reporting Person will provide upon request by the Securities and Exchange Commission, the Issuer or any security holder of the Issuer full information regarding the number of shares sold at each separate price.
- (2) Includes 24,566 shares subject to a restricted stock unit award granted on February 15, 2009 that will be issued as those units vest.
- (3) The Reporting Person is a managing member of Clearstone Ventures Management Services LLC ("CVMS"). Pursuant to the operating agreement of CVMS, the Reporting Person is deemed to hold 26,795 shares of the Issuer's common stock for the benefit of CVMS, and has a minority vote within CVMS on the investment decision to sell such shares, and is required to relinquish the proceeds to CVMS upon sale of such shares. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) Represents the weighted average sale price per share. The actual sales prices ranged from a low of \$6.82 to a high of \$7.05. The Reporting Person will provide upon request by the Securities and Exchange Commission, the Issuer or any security holder of the Issuer full information regarding the number of shares sold at each separate price.

Reporting Owners

	Relationships
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Reporting Owner Name / Address	Director	10% Owner	Officer	Other
ARMSTRONG JAMES T 21301 BURBANK BLVD. WOODLAND HILLS, CA 91367	X			

Signatures

/s/ James T. Armstrong

9/1/2009

** 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.