

# UNITED ONLINE INC

Reported by  
**GOLDSTON MARK R**

## FORM 4

(Statement of Changes in Beneficial Ownership)

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

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  
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)		
<b>GOLDSTON MARK R</b>			<b>UNITED ONLINE INC [ UNTD ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chairman, President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			<b>8/15/2009</b>					
21301 BURBANK BLVD.			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
WOODLAND HILLS, CA 91367								
(City)			(State)			(Zip)		

**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	8/15/2009		F		126766 (1)	D	\$7.41	2996038 (2) (3) (4) (5) (6) (7)	D	
Common Stock								920622	I	By Mark R. Goldston & Nancy Jane Goldston Family Trust

**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				

**Explanation of Responses:**

- (1) Represents shares withheld to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.
- (2) Includes 83,334 shares subject to a restricted stock unit award granted on February 13, 2007 that will be issued as those units vest.
- (3) Includes 750,000 shares subject to a restricted stock unit award granted on April 3, 2007 that will be issued as those units vest.
- (4) Includes 600,000 shares subject to a restricted stock unit award granted on March 14, 2008 that will be issued as those units vest.
- (5) Includes 433,334 shares subject to a restricted stock unit award granted on August 26, 2008 that will be issued as those units vest.
- (6) Includes 370,000 shares subject to a restricted stock unit award granted on February 15, 2009 that will be issued as those units vest.
- (7) Includes 362,500 shares subject to a restricted stock unit award granted on March 6, 2009 that will be issued as those units vest.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GOLDSTON MARK R</b> <b>21301 BURBANK BLVD.</b> <b>WOODLAND HILLS, CA 91367</b>	<b>X</b>		<b>Chairman, President &amp; CEO</b>	

**Signatures****Mark R. Goldston****8/17/2009**

\*\* 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.

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