

HAHN KENNETH R  
Form 4  
February 07, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAHN KENNETH R

(Last) (First) (Middle)

950 TOWER LANE, 6TH FLOOR

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
QUINSTREET, INC [QNST]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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                    | 02/03/2011                           |  | M                              |   | 7,900 \$ 9.01   | D  |   |
| Common Stock                    | 02/03/2011                           |  | S                              |   | 7,900 (1) 23.5536 (2)   | D  |   |
| Common Stock                    | 02/04/2011                           |  | M                              |   | 4,900 \$ 9.01   | D  |   |
| Common Stock                    | 02/04/2011                           |  | S                              |   | 4,900 (1) 23.5221 (3)   | D  |   |
|                                 | 02/07/2011                           |  | M                              |   | 7,200 \$ 9.01   | D  |   |

Common  
Stock

|                 |            |   |                     |   |               |   |   |
|-----------------|------------|---|---------------------|---|---------------|---|---|
| Common<br>Stock | 02/07/2011 | S | 7,200<br><u>(1)</u> | D | \$<br>23.5228 | 0 | D |
|-----------------|------------|---|---------------------|---|---------------|---|---|

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 9.01  | 02/03/2011                           |  | M                              | 7,900  | <u>(5)</u> 05/16/2016                                    | Common Stock  | 7,900                      |
| Non-Qualified Stock Option (right to buy)  | \$ 9.01  | 02/04/2011                           |  | M                              | 4,900  | <u>(5)</u> 05/16/2016                                    | Common Stock  | 4,900                      |
| Non-Qualified Stock Option (right to buy)  | \$ 9.01  | 02/07/2011                           |  | M                              | 7,200  | <u>(5)</u> 05/16/2016                                    | Common Stock  | 7,200                      |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| HAHN KENNETH R<br>950 TOWER LANE, 6TH FLOOR<br>FOSTER CITY, CA 94404 |               |           | Chief Financial Officer |       |

## Signatures

By: Daniel E. Caul For: Kenneth  
Hahn

02/07/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) These shares were sold pursuant to Mr. Hahn's 10b5-1 Plan established on May 11, 2010.
  - (2) The shares were sold at prices between \$23.50 and \$23.84. The reporting person will provide upon request to the SEC, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each price.
  - (3) The shares were sold at prices between \$23.50 and \$23.58. The reporting person will provide upon request to the SEC, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each price.
  - (4) The shares were sold at prices between \$23.50 and \$23.56. The reporting person will provide upon request to the SEC, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each price.
  - (5) The shares subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option on the first anniversary of the vesting commencement date, which is the date of grant, and the remainder of the shares underlying the option vest in equal monthly installments over the remaining 36 months thereafter.

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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