

Rasaretnam Kiran  
Form 4  
March 13, 2009

**FORM 4**

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

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

## OMB APPROVAL

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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rasaretnam Kiran

(Last) (First) (Middle)

11290 PYRITES WAY, SUITE 200

(Street)

GOLD RIVER, CA 95670

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

INSWEB CORP [INSW]

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

03/11/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

## Edgar Filing: Rasaretnam Kiran - Form 4

| (Instr. 3)            | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|-----------------------|------------------------------------|------------------|------------|------------------------------------------------------------------|------|---|-----|-----|---------------------------|--------------------|-----------------|-------------------------------------|
| Option to<br>Purchase | \$ 2.1                             | 03/11/2009       | A          | 30,000                                                           |      |   |     |     | 03/11/2010 <sup>(1)</sup> | 03/11/2016         | Common<br>Stock | 30,000                              |
| Option to<br>Purchase | \$ 2.1                             | 03/11/2009       | A          | 10,000                                                           |      |   |     |     | <sup>(2)(3)</sup>         | 03/11/2014         | Common<br>Stock | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                         |       |
|----------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                            | Director      | 10% Owner | Officer                 | Other |
| Rasaretnam Kiran<br>11290 PYRITES WAY<br>SUITE 200<br>GOLD RIVER, CA 95670 |               |           | Chief Financial Officer |       |

## Signatures

David Pessaran, Attorney in Fact for Kiran  
Rasaretnam

03/13/2009

\_\_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) Options are subject to a three year vesting schedule as follows: one-third of the stock options vest on March 11, 2010; the remaining options vest ratably over the succeeding 24 months.
- (2) Performance options will vest, only if InsWeb is profitable, after taking into account the effects of the performance compensation plan and bonuses to other employees, on an adjusted EBITDA basis for fiscal 2009 and either the third or fourth quarter of 2009.  
The InsWeb Compensation Committee may approve vesting of a reduced number of stock options in the event the profitability target is
- (3) met, but the payment of all employee bonuses would result in a greater than fifty percent reduction in adjusted EBITDA profitability for 2009.

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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