

J2 GLOBAL COMMUNICATIONS INC
 Form 4
 December 10, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
RIELEY JOHN

2. Issuer Name and Ticker or Trading Symbol
J2 GLOBAL COMMUNICATIONS INC [JCOM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
6922 HOLLYWOOD BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2010

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

LOS ANGELES, CA 90028
 (City) (State) (Zip)

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

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, \$0.01 par value | 12/08/2010 | | M ⁽¹⁾ | | 4,556 | A | \$ 20.91 |
| | | | | | 48,293 ⁽⁴⁾ | D | |
| Common Stock, \$0.01 par value | 12/08/2010 | | M ⁽²⁾ | | 24,000 | A | \$ 18.765 |
| | | | | | 72,293 ⁽⁴⁾ | D | |
| Common Stock, \$0.01 par value | 12/08/2010 | | M ⁽¹⁾ | | 3,336 | A | \$ 21.67 |
| | | | | | 75,629 ⁽⁴⁾ | D | |

Common Stock, \$0.01 par value 12/08/2010 S 31,892 D 30.1293 43,737 ⁽⁴⁾ (3) D

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

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(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 Acquired (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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 20.91 | 12/08/2010 | | M | 4,556 | 05/05/2010 05/05/2018 | Common Stock, \$0.01 par value 4,556 |
| Option to Purchase Common Stock | \$ 18.765 | 12/08/2010 | | M | 24,000 | <u>(5)</u> 08/31/2015 | Common Stock, \$0.01 par value 24,000 |
| Option to Purchase Common Stock | \$ 21.67 | 12/08/2010 | | M | 3,336 | 05/07/2010 05/07/2019 | Common Stock, \$0.01 par value 3,336 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RIELEY JOHN 6922 HOLLYWOOD BLVD. LOS ANGELES, CA 90028 | X | | | |

Signatures

/s/ John Rieley

12/09/2010

**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 acquired upon exercise of stock options issued under the Issuer's 2007 Stock Plan identified as exercised in Part II of this Form 4.
- (2) These shares were acquired upon exercise of stock options issued under the Issuer's Second Amended and Restated 1997 Stock Option Plan identified as exercised in Part II of this Form 4.
- (3) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging from \$30.01 to \$30.33 per share. The Reporting Person hereby undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- (4) Includes 22,270 shares of restricted stock which remain subject to vesting.
- (5) In accordance with the Issuer's Second Amended and Restated 1997 Stock Option Plan, 12,000 shares vested on August 31, 2009 and 12,000 shares vested on August 31, 2010
- (6) Employee stock option granted for services rendered, no value placed on services rendered.

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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