

Thompson Kent
Form 4
June 07, 2010

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 *
Thompson Kent

2. Issuer Name and Ticker or Trading Symbol
DICE HOLDINGS, INC. [DHX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O DICE HOLDINGS, INC., 1040 AVENUE OF THE AMERICAS, 16TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2010

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

(Street)
NEW YORK, NY 10018

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

(City) (State) (Zip)

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	06/03/2010		M		64,200	A	\$ 0.2 79,758
Common Stock	06/03/2010		S		64,200	D	\$ 8.6007 15,558

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

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SEC 1474 (9-02)

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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
Employee Stock Option (Right to Buy)	\$ 0.2	06/03/2010		M	64,200	<u>(2)</u> 08/31/2015	Common Stock 64,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Kent C/O DICE HOLDINGS, INC. 1040 AVENUE OF THE AMERICAS, 16TH FLOOR NEW YORK, NY 10018				See Remarks

Signatures

/s/ Kent
Thompson
06/07/2010
Date

**Signature of Reporting Person

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).
- The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged
- (1) from \$8.60 to \$8.63. Upon request of the SEC staff, Dice Holdings, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
 - (2) These options were all vested and exercisable as of November 7, 2009.

Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934 owni more than 10% of the common stock. The reporting person disclaims beneficial ownership of any securities deemed to be own by the group that are not directly owned by the reporting person. This report shall not be deemed an admission that the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting

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person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.