

SILVER THOMAS
Form 4
May 10, 2012

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 *
SILVER THOMAS

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)
05/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP, North America

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/08/2012		M		4,929	A	\$ 0.2
Common Stock	05/08/2012		S ⁽¹⁾		4,929	D	\$ 10
Common Stock	05/09/2012		M		28,862	A	\$ 0.2
Common Stock	05/09/2012		S ⁽¹⁾		28,862	D	\$ 10.005
	05/09/2012		M		6,209	A	\$ 1.98

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Common
Stock

Common Stock	05/09/2012		<u>S</u> ⁽¹⁾	6,209	D	\$ 10,005	92,002	D
						<u>(2)</u>		

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 0.2	05/08/2012		M	4,929	<u>(3)</u> 08/31/2015	Common Stock	4,929	
Employee Stock Option (Right to Buy)	\$ 0.2	05/09/2012		M	28,862	<u>(3)</u> 08/31/2015	Common Stock	28,862	
Employee Stock Option (Right to Buy)	\$ 1.98	05/09/2012		M	6,209	<u>(3)</u> 08/31/2015	Common Stock	6,209	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
		Senior VP, North America	

SILVER THOMAS
C/O DICE HOLDINGS, INC.
1040 AVENUE OF THE AMERICAS, 16TH FLOOR
NEW YORK, NY 10018

Signatures

/s/ Thomas
Silver

05/10/2012

__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 a Rule 10b5-1(c) sales plan dated March 9, 2012.

The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged

(2) from \$10.00 to \$10.03. 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.

(3) These options were all vested and exercisable as of August 31, 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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