

Cooper Brad F  
 Form 3  
 May 09, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â Cooper Brad F                           |         | (Month/Day/Year)                     | INSWEB CORP [INSW]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 04/29/2011                           |  |  |
| 10850 GOLD CENTER                         |         |                                      | (Check all applicable)   |  |
| DR,Â SUITE 250                            |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Chief Revenue Officer |  |
| (Street)                                  |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
| RANCHO                                    |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person   |  |
| CORDOVA,Â CAÂ 95670                       |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 667   | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                    | Date Exercisable | Expiration Date | Amount or Number of Shares  | or Indirect (I) (Instr. 5) |
|--------------------|------------------|-----------------|-----------------------------|----------------------------|
| Option to purchase | 04/01/2002       | 04/01/2012      | Common Stock 2,500 \$ 4.95  | D Â                        |
| Option to purchase | 04/01/2004       | 04/01/2014      | Common Stock 5,000 \$ 5     | D Â                        |
| Option to purchase | 01/25/2007       | 01/25/2012      | Common Stock 25,000 \$ 3.48 | D Â                        |
| Option to purchase | 03/07/2008       | 03/07/2013      | Common Stock 3,000 \$ 11.04 | D Â                        |
| Option to purchase | 03/11/2009       | 03/11/2016      | Common Stock 22,000 \$ 2.1  | D Â                        |
| Option to purchase | Â (1)            | 03/30/2015      | Common Stock 20,000 \$ 5.25 | D Â                        |
| Option to purchase | Â (2)            | 03/30/2015      | Common Stock 18,000 \$ 5.25 | D Â                        |
| Option to purchase | Â (1)            | 12/15/2015      | Common Stock 30,000 \$ 7    | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Cooper Brad F<br>10850 GOLD CENTER DR<br>SUITE 250<br>RANCHO CORDOVA, CA 95670 | Â             | Â         | Â Chief Revenue Officer | Â     |

## Signatures

L. Eric Loewe, Attorney in fact for Brad F. Cooper  
05/09/2011  
 \_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 vest monthly over two years
- (2) Options vest based on achieving specific quarterly revenue and net income targets

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.