

Market Leader, Inc.
Form 4
August 09, 2013

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 *
HIGGINS FRANK MILTON

2. Issuer Name and Ticker or Trading Symbol
Market Leader, Inc. [LEDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11332 NE 122ND WAY, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2013

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

KIRKLAND, WA 98034

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 08/07/2013 | | M | 10,000 (1) A \$ 5.28 | 1,361,572 | D | |
| Common Stock | 08/07/2013 | | M | 10,000 (1) A \$ 2.88 | 1,371,572 | D | |
| Common Stock | 08/07/2013 | | M | 10,000 (1) A \$ 1.78 | 1,381,572 | D | |
| Common Stock | 08/07/2013 | | M | 10,000 (1) A \$ 2.06 | 1,391,572 | D | |
| Common Stock | 08/07/2013 | | M | 25,000 (1) A \$ 1.8 | 1,416,572 | D | |
| | 08/07/2013 | | M | A \$ 2.66 | 1,441,572 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|--|--|----------------------|---|----------------------|
| Common Stock | | | | | | 25,000 <u>(1)</u> | | |
| Common Stock | 08/07/2013 | | M | | | 25,000 <u>(1)</u> | A | \$ 6.84 1,466,572 D |
| Common Stock | 08/07/2013 | | F | | | 32,254 <u>(3)</u> | D | \$ 12.48 1,434,318 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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Option (Right to Buy) | \$ 5.28 | 08/07/2013 | | M | 10,000 | 01/01/2008 01/12/2017 | Common Stock | 10,000 |
| Option (Right to Buy) | \$ 2.88 | 08/07/2013 | | M | 10,000 | 01/09/2009 01/09/2018 | Common Stock | 10,000 |
| Option (Right to Buy) | \$ 1.78 | 08/07/2013 | | M | 10,000 | 01/07/2010 01/07/2019 | Common Stock | 10,000 |
| Option (Right to Buy) | \$ 2.06 | 08/07/2013 | | M | 10,000 | 01/06/2011 01/06/2020 | Common Stock | 10,000 |
| Option (Right to Buy) | \$ 1.8 | 08/07/2013 | | M | 25,000 | 01/06/2012 01/06/2021 | Common Stock | 25,000 |
| Option (Right to Buy) | \$ 2.66 | 08/07/2013 | | M | 25,000 | 01/12/2013 01/12/2022 | Common Stock | 25,000 |
| | \$ 6.84 | 08/07/2013 | | M | 25,000 | 08/07/2013 ⁽²⁾ 01/10/2023 | | 25,000 |

Option
(Right to
Buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HIGGINS FRANK MILTON 11332 NE 122ND WAY, SUITE 200 KIRKLAND, WA 98034 | | | | |

Signatures

Jacqueline
Davidson, CFO

08/09/2013

 Signature of Reporting Date
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).
- (1) Shares acquired on exercise of stock options.
 - (2) Option accelerated in vesting and became exercisable August 7, 2013.
 - (3) Shares withheld by company to cover exercise price on exercise of stock options; not an open market transaction.

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.