

GODICK GENE S  
Form 5  
February 01, 2006

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
GODICK GENE S

2. Issuer Name and Ticker or Trading Symbol  
VERTICALNET INC [VERT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP & CFO

400 CHESTERFIELD PARKWAY

(Street)

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

6. Individual or Joint/Group Reporting (check applicable line)

MALVERN, PA 19355

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	3 <sup>(1)</sup>	Â	Â	Â	Â	D	Â
Common Stock	02/10/2004	Â	A4 <sup>(3)</sup>	57,353	A	\$ 0.01	132,253 <sup>(4)</sup>	D	Â
Common Stock	05/05/2005	Â	A4 <sup>(5)</sup>	15,625	A	\$ 0.01	208,033 <sup>(6)</sup>	D	Â
Common Stock	09/08/2005	Â	A4 <sup>(7)</sup>	15,625	A	\$ 0.01	208,033 <sup>(6)</sup>	D	Â

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Common Stock 11/22/2005 Â J4(8) 7,500 D 0.3832 (9) 188,033 (10) D Â

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

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SEC 2270 (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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODICK GENE S 400 CHESTERFIELD PARKWAY MALVERN, PA 19355	Â	Â	Â Executive VP & CFO	Â

## Signatures

Christopher G. Kuhn, power of attorney 02/01/2006

\*\*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) Includes 75,000 shares of Common Stock that may be issued upon vesting of Restricted Stock Units: 25% of the 75,000 Restricted Stock Units vest on the fifth day of every third month after February 5, 2003 until and including February 5, 2004 provided reporting person is an employee on those dates. These shares were mistakenly included in Table II in reporting person's Form 3 filed on February 19, 2003 (the "February Form 3"), and therefore were not included in the calculation of total beneficial ownership in Table I of the February Form 3 or subsequent reports.
  - (2) Represents the reporting person's total beneficial ownership on February 5, 2003.
  - (3)

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Includes 57,352 shares of Common Stock that may be issued upon vesting of Restricted Stock Units: 33.33% of the 57,352 Restricted Stock Units vest on February 10, 2005; 16.67% vests on the tenth day of every sixth month thereafter until and including February 10, 2007 provided reporting person is an employee on those dates. These shares were mistakenly included in Table II in reporting person's Form 4 filed on February 12, 2004, as amended (the "February Form 4"), and therefore were not included in the calculation of total beneficial ownership in Table I of the February Form 4 or subsequent reports.

- (4) Represents the reporting person's total beneficial ownership on February 10, 2004.

Includes 15,625 shares of Common Stock that may be issued upon vesting of Restricted Stock Units: 25% of the 15,625 Restricted Stock Units vest on May 5, 2006; 6.25% vests on the fifth day of every third month thereafter until and including May 5, 2009 provided reporting person is an employee on those dates. This transaction has not been amended and is only being reported to gain access to the system to correct the description of the vesting of Restricted Stock Units as included in reporting person's Form 4 filed on May 9, 2005.

- (6) Represents the reporting person's total beneficial ownership on December 31, 2005.

Includes 15,625 shares of Common Stock that may be issued upon vesting of Restricted Stock Units: 25% of the 15,625 Restricted Stock Units vest on September 8, 2006; 6.25% vests on the fifth day of every third month thereafter until and including September 8,

- (7) 2009 provided reporting person is an employee on those dates. This transaction has not been amended and is only being reported to gain access to the system to correct the description of the vesting of Restricted Stock Units as included in reporting person's Form 4 filed on September 12, 2005.

Reporting person forfeited 7,500 shares of Common Stock as a result of the cancellation of deferral of distribution of Restricted Stock Units for 75,000 shares of Common Stock (the "Forfeiture"). The Forfeiture, which was exempt under Rule 16b-3, was not reflected in the calculation of total beneficial ownership in reporting person's Forms 4 filed November 30, 2005 and December 14, 2005.

- (9) Market price of Common Stock on November 22, 2005, the date of reporting person's election to cancel deferral of the distribution of Restricted Stock Units.

- (10) Represents the reporting person's total beneficial ownership on November 22, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.