

Cooper Brad F
Form 4
May 11, 2011

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 *
Cooper Brad F

2. Issuer Name and Ticker or Trading Symbol
INSWEB CORP [INSW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10850 GOLD CENTER DR, SUITE 250

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2011

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

Chief Revenue Officer

(Street)
RANCHO CORDOVA, CA 95670

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	05/09/2011		S		400	D	\$ 7.62
					267	D	

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)

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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. Amount or Number of Shares
				Code	V	(A)	(D)	Title	
Option to purchase	\$ 4.95	05/10/2011		S ⁽¹⁾		2,300		04/01/2002 04/01/2012	Common Stock 2,300
Option to purchase	\$ 4.95	05/10/2011		S ⁽¹⁾		200		04/01/2002 04/01/2012	Common Stock 200
Option to purchase	\$ 5	05/10/2011		S ⁽¹⁾		900		04/01/2004 04/01/2014	Common Stock 900
Option to purchase	\$ 5	05/10/2011		S ⁽¹⁾		200		04/01/2004 04/01/2014	Common Stock 200
Option to purchase	\$ 5	05/10/2011		S ⁽¹⁾		1,100		04/01/2004 04/01/2014	Common Stock 1,100
Option to purchase	\$ 5	05/10/2011		S ⁽¹⁾		2,800		04/01/2004 04/01/2014	Common Stock 2,800
Option to purchase	\$ 3.48	05/10/2011		S ⁽¹⁾		4,549		01/25/2007 01/25/2012	Common Stock 4,549
Option to purchase	\$ 3.48	05/10/2011		S ⁽¹⁾		1,700		01/25/2007 01/25/2012	Common Stock 1,700
Option to purchase	\$ 3.48	05/10/2011		S ⁽¹⁾		1,500		01/25/2007 01/25/2012	Common Stock 1,500
Option to purchase	\$ 3.48	05/10/2011		S ⁽¹⁾		1,000		01/25/2007 01/25/2012	Common Stock 1,000
Option to purchase	\$ 3.48	05/10/2011		S ⁽¹⁾		537		01/25/2007 01/25/2012	Common Stock 537
Option to purchase	\$ 3.48	05/10/2011		S ⁽¹⁾		300		01/25/2007 01/25/2012	Common Stock 300
Option to purchase	\$ 3.48	05/10/2011		S ⁽¹⁾		214		01/25/2007 01/25/2012	Common Stock 214
Option to purchase	\$ 3.48	05/10/2011		S ⁽¹⁾		100		01/25/2007 01/25/2012	Common Stock 100
Option to purchase	\$ 3.48	05/10/2011		S ⁽¹⁾		100		01/25/2007 01/25/2012	Common Stock 100

Reporting Owners

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

Signatures

L. Eric Loewe, Attorney in fact for Brad F. Cooper	05/11/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Pursuant to a cashless exercise

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.