

DiMaria Edward J
Form 4
August 13, 2012

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 *
DiMaria Edward J

(Last) (First) (Middle)

C/O BANKRATE, INC., 11760 US
HIGHWAY 1 SUITE 200

(Street)

NORTH PALM BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bankrate, Inc. [RATE]

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

08/09/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP-Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 | (D) | Price |
| Common Stock | 08/09/2012 | | S | | 79,848 | D | | \$ 19.3399 (1) |
| Common Stock | 08/10/2012 | | S | | 26,729 | D | | \$ 19.0537 (2) |
| Common Stock | 08/13/2012 | | S | | 600 | D | | \$ 19.149 (3) |

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DiMaria Edward J C/O BANKRATE, INC. 11760 US HIGHWAY 1 SUITE 200 NORTH PALM BEACH, FL 33408 | | | SVP-Chief Financial Officer | |

Signatures

/s/ James Gilmartin as
attorney-in-fact
08/13/2012

**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 of common stock were sold at prices between \$19.04 and \$19.53. The price reported above reflects the weighted-average sale price. The reporting person will provide upon request to the SEC staff, the Issuer, or any security holder of the Issuer full information regarding the number of shares sold at each separate price.
 - (2) These shares of common stock were sold at prices between \$19.00 and \$19.47. The price reported above reflects the weighted-average sale price. The reporting person will provide upon request to the SEC staff, the Issuer, or any security holder of the Issuer full information regarding the number of shares sold at each separate price.
 - (3) These shares of common stock were sold at prices between \$19.145 and \$19.15. The price reported above reflects the weighted-average sale price. The reporting person will provide upon request to the SEC staff, the Issuer, or any security holder of the Issuer full information regarding the number of shares sold at each separate price.

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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