

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 \*  
HANAUER NICOLAS J

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 or Price		
Common Stock	08/07/2013		M		10,000 (1) A \$ 5.28	10,000	D
Common Stock	08/07/2013		M		10,000 (1) A \$ 2.88	20,000	D
Common Stock	08/07/2013		M		10,000 (1) A \$ 1.78	30,000	D
Common Stock	08/07/2013		M		10,000 (1) A \$ 2.06	40,000	D
Common Stock	08/07/2013		M		15,000 (1) A \$ 1.8	55,000	D
	08/07/2013		M		A \$ 2.66	70,000	D

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Common Stock						15,000 <u>(1)</u>		
Common Stock	08/07/2013		M			15,000 <u>(1)</u>	A	\$ 6.84 85,000 D
Common Stock	08/07/2013		F			23,201 <u>(3)</u>	D	\$ 12.48 61,799 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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	15,000	01/06/2012 01/06/2021	Common Stock	15,000	
Option (Right to Buy)	\$ 2.66	08/07/2013		M	15,000	01/12/2013 01/12/2022	Common Stock	15,000	
	\$ 6.84	08/07/2013		M	15,000	08/07/2013 <sup>(2)</sup> 01/10/2023		15,000	

Option  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANAUER NICOLAS J 11332 NE 122ND WAY, SUITE 200 KIRKLAND, WA 98034				

## Signatures

Jacqueline Davidson, CFO 08/09/2013

    \*\*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) 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.