

Katz Andrew S  
 Form 4  
 May 20, 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 \*  
**Katz Andrew S**  
  
 (Last) (First) (Middle)  
**4800 T-REX AVENUE, SUITE 120**  
  
 (Street)  
**BOCA RATON, FL 33431**  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**interclick, inc. [ICKL]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/18/2011**

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

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CHIEF TECHNOLOGY OFFICER**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.001	05/18/2011		C		20,000	A	\$ 2 78,125 <sup>(1)</sup>	D
Common Stock, par value \$0.001	05/18/2011		C		833	A	\$ 4.5 78,958	I <sup>(2)</sup> See footnote 2
Common Stock, par value \$0.001	05/18/2011		C		833	A	\$ 4 79,791	I <sup>(3)</sup> See footnote 3

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Common Stock, par value \$0.001	05/18/2011	S	18,700	D	\$ 7	61,091	D	
Common Stock, par value \$0.001	05/18/2011	S	200	D	\$ 7	60,891	D	
Common Stock, par value \$0.001	05/18/2011	S	200	D	\$ 7.05	60,691	D	
Common Stock, par value \$0.001	05/18/2011	S	900	D	\$ 7.06	59,791	D	
Common Stock, par value \$0.001	05/18/2011	S	319	D	\$ 7.01	59,472	I <sup>(4)</sup>	See footnote 4
Common Stock, par value \$0.001	05/18/2011	S	1,347	D	\$ 7.01	58,125	I <sup>(5)</sup>	See footnote 5
Common Stock, par value \$0.001	05/19/2011	S	1,100	D	\$ 7	57,025	D	
Common Stock, par value \$0.001	05/19/2011	C	1,100	A	\$ 2	58,125	D	
Common Stock, par value \$0.001	05/20/2011	C	400	A	\$ 2	58,525	D	
Common Stock, par value \$0.001	05/20/2011	S	400	D	\$ 6.95	58,125	D	
Common Stock, par value \$0.001	05/20/2011	C	100	A	\$ 2	58,225	D	
	05/20/2011	S	100	D		58,125	D	

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Common Stock, par value \$0.001					\$ 6.97		
Common Stock, par value \$0.001	05/20/2011	C	200	A	\$ 2	58,325	D
Common Stock, par value \$0.001	05/20/2011	S	200	D	\$ 6.97	58,125	D
Common Stock, par value \$0.001	05/20/2011	C	5,115	A	\$ 2	63,240	D
Common Stock, par value \$0.001	05/20/2011	S	5,115	D	\$ 6.87	58,125	D
Common Stock, par value \$0.001	05/20/2011	C	200	A	\$ 2	58,325	D
Common Stock, par value \$0.001	05/20/2011	S	200	D	\$ 6.87	58,125	D
Common Stock, par value \$0.001	05/20/2011	C	300	A	\$ 2	58,425	D
Common Stock, par value \$0.001	05/20/2011	S	300	D	\$ 6.88	58,125	D
Common Stock, par value \$0.001	05/20/2011	C	1,100	A	\$ 2	59,225	D
Common Stock, par value \$0.001	05/20/2011	S	1,100	D	\$ 6.9	58,125	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 2	05/18/2011		C	20,000	09/21/2009 09/21/2012	Common Stock, par value \$0.001 20,000
Stock Options	\$ 4.5	05/18/2011		C	833	02/12/2011 02/12/2015	Common Stock, par value \$0.001 833
Stock Options	\$ 4	05/18/2011		C	833	09/28/2010 09/28/2014	Common Stock, par value \$0.001 833
Stock Options	\$ 2	05/19/2011		C	1,100	09/21/2009 09/21/2012	Common Stock, par value \$0.001 1,100
Stock Options	\$ 2	05/20/2011		C	700	09/21/2009 09/21/2012	Common Stock, par value \$0.001 700
Stock Options	\$ 2	05/20/2011		C	3,200	09/21/2009 09/21/2012	Common Stock, par value \$0.001 3,200
Stock Options	\$ 2	05/20/2011		C	3,515	09/21/2010 09/21/2012	Common Stock, par value \$0.001 3,515

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Katz Andrew S 4800 T-REX AVENUE SUITE 120 BOCA RATON, FL 33431			CHIEF TECHNOLOGY OFFICER	

## Signatures

/s/ Andrew Katz                      05/20/2011

\_\_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 12,306 shares which are subject to certain vesting restrictions.
- (2) The reporting person has a pecuniary interest in the 833 shares acquired by Julie Locke as a result Ms. Locke's exercise of options . Ms. Locke shares the same household as the reporting person.
- (3) The reporting person has a pecuniary interest in the 833 shares acquired by Julie Locke as a result of Ms. Locke's exercise of options. Ms. Locke shares the same household as the reporting person.
- (4) The reporting person has a pecuniary interest in the 319 shares held by Julie Locke, who shares the same household as the reporting person.
- (5) The reporting person has a pecuniary interest in 1,347 shares held by Julie Locke, who shares the same household as the reporting person.
- (6) Includes options held by Julie Locke, who shares the same household as the reporting person.

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.