Caul Daniel E Form 4 February 15, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Caul Daniel E Issuer Symbol QUINSTREET, INC [QNST] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 950 TOWER LANE, 6TH FLOOR 02/14/2011 below) General Counsel (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

	00	תחם	OTO	DX 7	α	0.44	α
н	0.5	I E.K.		ΙY.	CA	944	04

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly 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. Securion(A) or D (Instr. 3,	ispose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/14/2011		Code V	Amount 5,000	or (D)	Price \$ 10.28	(Instr. 3 and 4) 5,000	D	
Common Stock	02/14/2011		S	5,000 (1)	D	\$ 24.75	0	D	
Common Stock	02/15/2011		M	2,500	A	\$ 10.28	2,500	D	
Common Stock	02/15/2011		S	2,500 (1)	D	\$ 24.26 (2)	0	D	
Common Stock	02/15/2011		M	1,000	A	\$ 10.28	1,000	D	

Edgar Filing: Caul Daniel E - Form 4

Common Stock S 1,000 \$ D 24.26 0 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. Transactic Code (Instr. 8)	5. Number owf 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Incentive Stock Option (right to buy)	\$ 10.28	02/15/2011		M	2,500	<u>(3)</u>	01/29/2015	Common Stock	2,50
Non-Qualified Stock Option (right to buy)	\$ 10.28	02/14/2011		M	5,000	(3)	01/29/2015	Common Stock	5,00
Non-Qualified Stock Option (right to buy)	\$ 10.28	02/15/2011		M	1,000	<u>(3)</u>	01/29/2015	Common Stock	1,00

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Caul Daniel E

950 TOWER LANE, 6TH FLOOR General Counsel

FOSTER CITY, CA 94404

Signatures

Daniel E. Caul 02/15/2011

**Signature of Reporting Person

Date

Reporting Owners 2

Edgar Filing: Caul Daniel E - Form 4

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 were sold pursuant to Mr. Caul's 10b5-1 Plan established on May 24, 2010.
- (2) The shares were sold at prices between \$24.10 and \$24.30. The reporting person will provide upon request to the SEC, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each price.
 - When ISO and NQ options sharing the same grant date are combined, the option shares vest and become exercisable at a rate of 25% of
- (3) the shares underlying the option on the first anniversary of the vesting commencement date, which is the date of grant, and the remainder of the shares underlying the option vest in equal monthly installments over the remaining 36 months thereafter.

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.