

ZILLOW INC
Form 4
February 17, 2015

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 *
Stephenson Gordon Sheridan

(Last) (First) (Middle)

C/O ZILLOW, INC., 1301
SECOND AVENUE, FLOOR 31

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ZILLOW INC [Z]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	02/17/2015		D ⁽¹⁾	1,000	D	0	D
Class A Common Stock	02/17/2015		D ⁽¹⁾	25,502	D	0	I Stephenson Family LLC

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

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SEC 1474
(9-02)

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).

Class A Common Stock and derivative securities of Zillow, Inc. ("Issuer") were disposed of pursuant to the transactions contemplated by the Agreement and Plan of Merger among Issuer, Zillow Group, Inc., f/k/a Zebra Holdco, Inc. ("HoldCo"), and Trulia, Inc., dated as of July 28, 2014 (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger Agreement (the "Effective Time"), Issuer became a wholly owned subsidiary of HoldCo, and each share of Class A Common Stock of Issuer was converted into one share of Class A Common Stock of HoldCo. Derivative securities relating to the Class A Common Stock of Issuer were assumed by HoldCo and converted into derivative securities relating to an equal number of shares of Class A Common Stock of HoldCo on otherwise the same terms and conditions (including the vesting schedule and exercise price) that applied to such derivative securities immediately prior to the Effective Time.

(1) Option is fully vested and exercisable on date of grant.

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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