Noon William Boyd Form 4 November 19, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

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

obligations

may continue.

Check this box

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

See Instruction 1(b).

(City)

Stock

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person Noon William Boyd	2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middl	• • •	(Check all applicable)			
200 S. WACKER DRIVE, SUIT 820	(Month/Day/Year) E 11/15/2012	Director 10% Owner _X_ Officer (give title Other (specify below) Vice President of Finance			
(Street)	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			
CHICAGO, IL 60606		Form filed by More than One Reporting Person			

		Tube 1 Tron Delivative Securities Required, Disposed of, or Denerthany Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
					(4)	Reported				
					(A)	Transaction(s)				
			Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Common				1 21110 4111	\$					
Common	11/15/2012		S	2,200	$D \stackrel{\Phi}{\longrightarrow}$	59,480	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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4.8

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Noon William Boyd - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Noon William Boyd 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606

Vice President of Finance

Signatures

Christine R. Carsen, Attorney-in-fact

**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).

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.

Reporting Owners 2