Iserloth Mark Andrew Form 4 May 14, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

OMB APPROVAL

Washington, D.C. 20549 Number:

3235-0287 January 31,

if no longer subject to Section 16.

Check this box

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

2005 Estimated average burden hours per response... 0.5

Expires:

Form 4 or Form 5 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).

Common

Common

Stock

Stock

05/10/2013

05/10/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * Iserloth Mark Andrew			Symbol	2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]			5. Relationship of Reporting Person(s) to Issuer			
	(Last)		(Month/D	•	ansaction	Director		% Owner		
200 S. WACKER DRIVE, SUITE 820 (Street)			JITE 05/10/20	05/10/2013			_X_ Officer (give title Other (specify below) VP & CFO			
				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					y More than One I			
	(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities A	Acquired, Disposed	of, or Benefici	ally 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	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)		

Code V Amount (D) Price 5,033 \$ Α 57,615 D (1) 4.1 1,814 F D 55,801 D

or

Shares held Common in custodial 80 I Stock account for dependent

(2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

(Instr. 3 and 4)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01 Title N			
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

Relationshins

Reporting Owners

Reporting Owner Name / Address	ixciationships				
	Director	10% Owner	Officer	Othe	
Iserloth Mark Andrew			* I'D 0		

200 S. WACKER DRIVE, SUITE 820
CHICAGO, IL 60606

VP &
CFO

Signatures

Christine R. Carsen, Attorney-in-fact 05/14/2013

**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).
- Represents Common Stock awarded to the employee. The stock was issued under the Mattersight Corporation 2006/2007 Salary

 (1) Replacement Program (as amended and restated as of May 9, 2013) approved by the Compensation Committee in accordance with Rule 16b-3 and the 1999 Stock Incentive Plan.
- Disposition of shares to the issuer in the form of share withholding pursuant to the Mattersight Corporation 2006/2007 Salary

 (2) Replacement Program (as amended and restated as of May 9, 2013) and the 1999 Stock Incentive Plan to satisfy tax withholding obligations. The disposition was approved by the Compensation Committee in accordance with Rule 16b-3.

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.

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