

BARTON RICHARD N

Form 4

April 12, 2012

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARTON RICHARD N

(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)
04/10/2012

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)

Executive Chairman

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)
Class A Common Stock	04/10/2012		S	200 ⁽¹⁾ D	\$ 37.355 ⁽²⁾ 4,871 ⁽³⁾	D	
Class A Common Stock	04/10/2012		S	1,550 ⁽¹⁾ D	\$ 36.2942 3,321 ⁽³⁾ ⁽⁴⁾	D	
Class A Common Stock	04/11/2012		C	3,500 A	\$ 0 5,071	D	
Class A Common	04/11/2012		S	1,750 D ⁽¹⁾ ⁽⁵⁾	\$ 37.941 3,321 ⁽³⁾	D	

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Stock

Class A Common Stock	04/10/2012	S	100 ⁽⁶⁾	D	\$ 37.15	573,508	I	Barton Descendants' Trust 12/30/04
Class A Common Stock	04/10/2012	S	200 ⁽⁶⁾	D	\$ 36.255 ⁽⁷⁾	573,308	I	Barton Descendants' Trust 12/30/04
Class A Common Stock	04/11/2012	S	300 ⁽⁶⁾	D	\$ 38.0533 ⁽⁸⁾	573,008	I	Barton Descendants' Trust 12/30/04

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

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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. 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)		8. Price of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0	04/11/2012		C		3,500		(9)	(9)	Class A Common Stock	3,500	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTON RICHARD N C/O ZILLOW, INC. 1301 SECOND AVENUE, FLOOR 31	X	X	Executive Chairman	

SEATTLE, WA 98101

Signatures

/s/ Michelle M. Wynne,
Attorney-in-Fact

04/12/2012

__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).

The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2011. The shares of Class
(1) A Common Stock sold were acquired pursuant to the conversion of the same number of shares of Class B Common Stock, all as reflected in this report.

The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$37.18 to
(2) \$37.53. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

The shares of Class A Common Stock sold were acquired pursuant to the conversion of the same number of shares of Class B Common
(3) Stock, all as reflected in this report.

The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.925 to
(4) \$36.91. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$37.59 to
(5) \$38.37. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

(6) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Trust on November 16, 2011.

The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$36.07 to
(7) \$36.44. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$37.70 to
(8) \$38.28. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

(9) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis (i) at the holder's election or (ii) upon the approval of holders of not less than a majority of the shares of Class B Common Stock outstanding at such time and has no expiration date.

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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