Edgar Filing: KELLER ERIC J - Form 4

KELLER E	RIC J											
Form 4												
July 01, 201	.1											
FORM	Λ4						OTT			OMB AF	PROVAL	
	UNITED) STATES		RITIES shingto				ANGE CO	OMMISSION	OMB Number:	3235-0287	
	Check this box if no longer CTLATED ALE OF CHANCES IN DEDUEPICIAL OWNER SHIP							Expires:	January 31, 2005			
subject to Section 16. SECURITIES Form 4 or					ERSHIP OF	Estimated average burden hours per response 0.5						
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the	Public U	tility Ho	old	ling Cor	npan	-	Act of 1934, 1935 or Section)	L		
(Print or Type	Responses)											
KELLER ERIC J Symbol			Symbol	and it will and it will be it it will be					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec					k all applicable)				
(Mon				nth/Day/Year))1/2011				1	_X_ Director Officer (give the below)		Owner r (specify	
DRIDUET		112 101	4 10 4	1 4	D		,		ст I 1 1 т.		(61 1	
	(Street)			endment, nth/Day/Y		-	u		6. Individual or Joi Applicable Line)	nt/Group Filin	g(Check	
REDWOO	D CITY, CA 94()65	T neu(ivio	nui/Day/1	car))			_X_ Form filed by Of Form filed by Mo Person			
(City)	(State)	(Zip)	Tab	le I - Non	1-D	erivative	Secu		ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	Code (Instr. 3, 4 and 5)			(D)	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		Price \$	(Instr. 3 and 4)			
Common Stock	07/01/2011			S <u>(1)</u>		4,236	D	57.4721	0	D		
Common Stock	07/01/2011			M <u>(1)</u>		764	А	\$ 10.39	764	D		
Common Stock	07/01/2011			S <u>(1)</u>		764	D	\$ 57.4721 (2)	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 SEC 1474 information contained in this form are not (9-02)

(9-02)

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required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number onof 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. H Der Sec (In:
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 10.39	07/01/2011		M <u>(1)</u>	764	(3)	05/09/2016	Common Stock	764	

Reporting Owners

Reporting Owner Name / Address		Relationsh		
FFFFFFFFFFFFFFFFFFFFFFFFFFFFF - F	Director	10% Owner	Officer	Other
KELLER ERIC J C/O SHUTTERFLY INC 2800 BRIDGE PARKWAY SUITE 101 REDWOOD CITY, CA 94065	Х			
Signatures				
/s/ Charlotte Falla, Attorney in Fact	07/01/201	1		
**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).
- (1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 2, 2011.

Represents the weighted average sales price per share. The prices actually received ranged from \$57.10 to \$57.79 per share. The

(2) reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) The option is 100% vested and exercisable.

Remarks:

This Statement confirms that the undersigned, Eric Keller, has authorized and designated Charlotte Falla and Brian Manca to e

Date: April 27, 2011

/s/Eric J. Keller

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.