

Melrose Constance  
Form 4  
September 26, 2011

**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 \*  
Melrose Constance

(Last) (First) (Middle)

C/O DICE HOLDINGS, INC., 1040 AVENUE OF THE AMERICAS, 16TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DICE HOLDINGS, INC. [DHX]

3. Date of Earliest Transaction (Month/Day/Year)  
09/22/2011

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)  
VP Treas. & MD of eFinCareers / See Remarks

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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code               | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 09/22/2011                           |  | M                  | 625 A \$ 2.88   | 28,494  | D  |                                   |
| Common Stock                    | 09/22/2011                           |  | M                  | 4,375 A \$ 6.65   | 32,869  | D  |                                   |
| Common Stock                    | 09/22/2011                           |  | S <sup>(1)</sup>   | 5,000 D \$ 9  | 27,869  | D  |                                   |

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

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SEC 1474 (9-02)

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 2.88  | 09/22/2011                           |  | M                              | 625   | <sup>(2)</sup> 02/09/2016                                | Common Stock  | 625                           |
| Employee Stock Option (Right to Buy)       | \$ 6.65  | 09/22/2011                           |  | M                              | 4,375   | <sup>(3)</sup> 02/12/2015                                | Common Stock  | 4,375                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |             |
|---|---------------|-----------|-------------------------------|-------------|
|   | Director      | 10% Owner | Officer                       | Other       |
| Melrose Constance<br>C/O DICE HOLDINGS, INC.<br>1040 AVENUE OF THE AMERICAS, 16TH FLOOR<br>NEW YORK, NY 10018 |               |           | VP Treas. & MD of eFinCareers | See Remarks |

## Signatures

/s/ Constance Melrose 09/26/2011

\*\*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) These shares were sold pursuant to a Rule 10b5-1(c) sales plan dated December 16, 2010.

(2) These options were all vested and exercisable as of November 9, 2010.

(3) 4,250 of these options were vested and exercisable as of August 12, 2009, and 125 of these options were vested and exercisable as of November 12, 2009.

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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