

DICE HOLDINGS, INC.  
Form 4  
December 10, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**DURNEY MICHAEL P**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O DICE HOLDINGS, INC., 1040 AVENUE OF THE AMERICAS, 8TH FLOOR**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/08/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

(Street)  
**NEW YORK, NY 10018**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/08/2014		M		29,412	A	\$ 6.65
Common Stock	12/08/2014		S <sup>(1)</sup>		29,412	D	\$ 10.4465 <sup>(2)</sup>
Common Stock	12/09/2014		M		70,588	A	\$ 6.65
Common Stock	12/09/2014		S <sup>(1)</sup>		70,588	D	\$ 10.438 <sup>(3)</sup>
	12/10/2014		M		100,000	A	\$ 6.65

Common  
Stock

Common Stock 12/10/2014 S<sup>(1)</sup> 83,557 D \$ 10.226<sup>(4)</sup> 348,384 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 6.65	12/08/2014		M	29,412	<sup>(5)</sup> 02/12/2015	Common Stock 29,412
Employee Stock Option (Right to Buy)	\$ 6.65	12/09/2014		M	70,588	<sup>(5)</sup> 02/12/2015	Common Stock 70,588
Employee Stock Option (Right to Buy)	\$ 6.65	12/10/2014		M	100,000	<sup>(5)</sup> 02/12/2015	Common Stock 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DURNEY MICHAEL P C/O DICE HOLDINGS, INC. 1040 AVENUE OF THE AMERICAS, 8TH FLOOR	X		President and CEO	

NEW YORK, NY 10018

## Signatures

/s/ Michael P.

Durney

12/10/2014

\*\*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 November 4, 2014.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$10.30 to \$10.57. Upon request of the staff of the Securities and Exchange Commission, Dice Holdings, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(2)

(3) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$10.09 to \$10.49. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(4) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$10.08 to \$10.52. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(5) This grant of stock options is fully vested and is currently exercisable.

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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