

DEFRANCO ROBERT J  
Form 4  
June 03, 2009

**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 \*  
DEFRANCO ROBERT J

(Last) (First) (Middle)

BANKRATE INC, 11760 US  
HIGHWAY 1 STE 200

(Street)

NORTH PALM BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BANKRATE INC [RATE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/01/2009

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)  
Senior Vice President-Finance

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)
			Code	V	Amount	(A) or (D)	Price
Common stock	06/01/2009		M		3,750	A	\$ 0.85
Common stock	06/01/2009		M		7,000	A	\$ 0.85
Common stock	06/01/2009		M		5,000	A	\$ 0.85
Common stock	06/01/2009		M		17,709	A	\$ 12.63
Common stock	06/01/2009		M		14,792	A	\$ 18.44
					3,750	D	
					10,750	D	
					15,750	D	
					33,459	D	
					48,251	D	

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Common stock 06/01/2009 S 48,251 D \$ 31.1512 0 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 or Number of Shares
Employee stock option	\$ 0.85	06/01/2009		M	3,750	03/02/2000 02/04/2012	Common stock 3,750
Employee stock option	\$ 0.85	06/01/2009		M	7,000	02/16/2001 02/04/2012	Common stock 7,000
Employee stock option	\$ 0.85	06/01/2009		M	5,000	06/13/2001 02/04/2012	Common stock 5,000
Employee stock option	\$ 12.63	06/01/2009		M	17,709	01/05/2005 01/05/2011	Common stock 17,709
Employee stock option	\$ 18.44	06/01/2009		M	14,792	02/01/2006 02/01/2012	Common stock 14,792

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEFRANCO ROBERT J BANKRATE INC 11760 US HIGHWAY 1 STE 200			Senior Vice President-Finance	

NORTH PALM BEACH, FL 33408

## Signatures

Robert J.  
DeFranco

06/03/2009

\_\_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).

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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