Edgar Filing: Carsen Christine R - Form 4

Carsen Chris	tine R											
Form 4	2012											
February 23,											PPROVAL	
FORM	UNITED	STATES				ND EXC D.C. 205		NGE (COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 14 Form 4 of Form 5 obligation may conti <i>See</i> Instru 1(b).	 CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940 							January 31 2005 Estimated average burden hours per response 0.5				
(Print or Type R	Responses)											
			2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]						5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	liddle)	3. Date of Earliest Transaction						(Chec	ck all applicable)		
200 S. WACKER DRIVE, SUITE 02/ 820				ay/Year))12)				Director 10% Owner X Officer (give title Other (specify below) below) VP, Gen'l Counsel & Corp. Sec.			
				nendment, Date Original onth/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
CHICAGO,	IL 60606								Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Nor	1-De	erivative S	Securi	ties Acq	quired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executior any	ned	3. Transa Code (Instr.	ectio 8)		ties Ad sposed 4 and (A) or	cquired d of	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Common Stock	02/21/2012			S		4,000	D	\$ 6.01	38,929	D		

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

Persons who respond to the collection of information contained in this form are not 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)

Reporting Owners

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships							
		Director	10% Owner	Officer	Other				
Carsen Christine R 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606				VP, Gen'l Counsel & Corp. Sec.					
Signatures									
Christine R. Carsen	02/23/2012								
******	D.								

<u>**</u>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. 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.