Mattersight Corp Form 4 May 22, 2012

FORM 4

Form 5

1(b).

(Last)

820

obligations

may continue.

See Instruction

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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 * FEINBERG HENRY

(First)

(Street)

200 S. WACKER DRIVE, SUITE

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

Mattersight Corp [MATR]

3. Date of Earliest Transaction

4. If Amendment, Date Original

Filed(Month/Day/Year)

05/18/2012

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

6. Individual or Joint/Group Filing(Check Applicable Line)

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60606

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

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)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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

Edgar Filing: Mattersight Corp - Form 4

(In

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					•	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 7.7	05/18/2012		A		5,000		<u>(1)</u>	05/18/2022	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FEINBERG HENRY 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606	X						

Signatures

Christine R. Carsen Attorney-in-fact 05/22/2012

**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) Annual option grant under the 1999 Stock Incentive Plan. 25% of the option will become exercisable on May 31, 2013, with 6.25% becoming exercisable on each quarterly vesting date thereafter, until fully exercisable on May 31, 2016.
- (2) Not Applicable
- (3) Henry J. Feinberg ("Feinberg") is the sole trustee of the Henry J. Feinberg Trust dated 3/28/97. Feinberg disclaims beneficial ownership of the shares except to the extent of his pecuniary interst therein.

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.

Reporting Owners 2