Dur Philip R. Form 4 May 21, 2013

FORM 4

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

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)

(Last)

(City)

1. Name and Address of Reporting Person * Dur Philip R.

> (Middle) (First)

C/O INVESTOR GROWTH CAPITAL, 333 MIDDLEFIELD ROAD, SUITE 110

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Mattersight Corp [MATR]

3. Date of Earliest Transaction (Month/Day/Year) 05/17/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

MENLO PARK, CA 94025

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following 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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if 5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8 Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Form: Direct

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

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

Securities

Owned

Beneficially

X_ Director

Applicable Line)

Officer (give title

Estimated average

burden hours per

1

1. Title of Derivative Conversion

Transaction Derivative

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Security (Instr. 3)	or Exercise Price of Derivative Security	any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		4)					
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.8	05/17/2013		A	10,	,000		<u>(1)</u>	05/17/2023	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
<u>,</u>	Director	10% Owner	Officer	Other			
Dur Philip R. C/O INVESTOR GROWTH CAPITAL 333 MIDDLEFIELD ROAD, SUITE 110 MENLO PARK, CA 94025	X						

Signatures

Christine R. Carsen, Attorney-in-fact 05/21/2013

**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 31,2014, with 6.25% becoming exercisable on each quarterly vesting date thereafter, until fully vested on May 31,2017.
- (2) Not Applicable
- The Reporting Person is a senior executive employee of an affiliate of an entity, Investor Growth Capital, LLC ("Investor"), that separately reports its holdings with respect to the securities of Mattersight Corporation, a Delaware corporation (the "Company"), pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934 (the "Act").
- The Reporting Person's interest in all of the Company's securities is limited to the extent of his pecuniary interest in such securities, if any, and neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by the Reporting Person or any other person/entity that he/she or it was or is the beneficial owner of any of the Company's securities for purposes of Section 16 of the Act, or any other purpose.

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