

MORSE PETER C  
Form 4  
September 30, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
MORSE PETER C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

BANKRATE, INC., 11760 US  
HIGHWAY 1 SUITE 200

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/25/2009

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

(Street)

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

NORTH PALM BEACH, FL 33408

(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common stock	09/25/2009		U	V	1,300	D	\$ 28.5	3,953,035	D	
Common stock	09/25/2009		D		3,953,035	D	\$ 28.5	0	D	

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

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(9-02)

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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
Director stock option	\$ 2.39	09/25/2009		D <sup>(1)</sup>	25,000	12/31/2002	10/29/2012	Common stock	25,000
Director stock option	\$ 3.9	09/25/2009		D <sup>(1)</sup>	5,000	12/31/2003	01/02/2013	Common stock	5,000
Director stock option	\$ 12.43	09/25/2009		D <sup>(1)</sup>	5,000	12/31/2004	01/02/2011	Common stock	5,000
Director stock option	\$ 13.32	09/25/2009		D <sup>(1)</sup>	10,000	12/31/2005	01/03/2012	Common stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORSE PETER C BANKRATE, INC. 11760 US HIGHWAY 1 SUITE 200 NORTH PALM BEACH, FL 33408	X	X		

## Signatures

Peter C. Morse 09/30/2009

\*\*Signature of Reporting Person

Date

By: Robert J. DeFranco,  
Attorney-In-Fact

09/30/2009

\*\*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).

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- (1) Stock options were cancelled in exchange for the difference between \$28.50 and the exercise price pursuant to the merger of Ben Merger Sub, Inc. with and into Bankrate, Inc.

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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