

DEFRANCO ROBERT J
Form 4
June 03, 2009

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

OMB APPROVAL

OMB
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(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
__X__ Officer (give title below) ____ Other (specify below)

Senior Vice President-Finance

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

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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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(9-02)

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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