

BLUE NILE INC
Form 4
October 23, 2013

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
VADON MARK C

(Last) (First) (Middle)

C/O BLUE NILE, INC., 411 FIRST AVENUE S, STE 700

(Street)

SEATTLE, WA 98104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BLUE NILE INC [NILE]

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 10/21/2013 | | M | 7,200 | A | \$ 31.26 | 137,968 | D |
| Common Stock | 10/21/2013 | | S | 7,200 | D | \$ 39.9274 (1) | 130,768 | D |
| Common Stock | 10/21/2013 | | M | 6,500 | A | \$ 32.97 | 137,268 | D |
| Common Stock | 10/21/2013 | | S | 6,500 | D | \$ 39.934 (2) | 130,768 | D |
| Common Stock | 10/22/2013 | | M | 7,200 | A | \$ 31.26 | 137,968 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------------------|---------|---|
| Common Stock | 10/22/2013 | S | 7,200 | D | \$ 40.3336 (3) | 130,768 | D |
| Common Stock | 10/22/2013 | M | 6,500 | A | \$ 32.97 | 137,268 | D |
| Common Stock | 10/22/2013 | S | 6,500 | D | \$ 40.3346 (4) | 130,768 | D |
| Common Stock | 10/23/2013 | M | 7,200 | A | \$ 31.26 | 137,968 | D |
| Common Stock | 10/23/2013 | S | 7,200 | D | \$ 40.2127 (5) | 130,768 | D |
| Common Stock | 10/23/2013 | M | 2,097 | A | \$ 32.97 | 132,865 | D |
| Common Stock | 10/23/2013 | S | 2,097 | D | \$ 40.1926 (6) | 130,768 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 31.26 | 10/21/2013 | 10/21/2013 | M | 7,200 | (7) 05/31/2016 | Common Stock | 7,200 |
| Stock Options | \$ 32.97 | 10/21/2013 | 10/21/2013 | M | 6,500 | (9) 08/30/2015 | Common Stock | 6,500 |

(Right to Buy)

| | | | | | | | | | |
|------------------------------|----------|------------|------------|---|-------|-----|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 31.26 | 10/22/2013 | 10/22/2013 | M | 7,200 | (7) | 05/31/2016 | Common Stock | 7,200 |
|------------------------------|----------|------------|------------|---|-------|-----|------------|--------------|-------|

| | | | | | | | | | |
|------------------------------|----------|------------|------------|---|-------|-----|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 32.97 | 10/22/2013 | 10/22/2013 | M | 6,500 | (9) | 08/30/2015 | Common Stock | 6,500 |
|------------------------------|----------|------------|------------|---|-------|-----|------------|--------------|-------|

| | | | | | | | | | |
|------------------------------|----------|------------|------------|---|-------|-----|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 31.26 | 10/23/2013 | 10/23/2013 | M | 7,200 | (7) | 05/31/2016 | Common Stock | 7,200 |
|------------------------------|----------|------------|------------|---|-------|-----|------------|--------------|-------|

| | | | | | | | | | |
|------------------------------|----------|------------|------------|---|-------|-----|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 32.97 | 10/23/2013 | 10/23/2013 | M | 2,097 | (9) | 08/30/2015 | Common Stock | 2,097 |
|------------------------------|----------|------------|------------|---|-------|-----|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VADON MARK C C/O BLUE NILE, INC. 411 FIRST AVENUE S, STE 700 SEATTLE, WA 98104 | X | | | |

Signatures

/s/ Jesse Timmermans, Power of Attorney

10/23/2013

**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) Represents the weighted average sale price. The highest price at which shares were sold was \$40.20 and the lowest price at which shares were sold was \$39.56.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$40.16 and the lowest price at which shares were sold was \$39.56.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$40.69 and the lowest price at which shares were sold was \$39.07.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$40.69 and the lowest price at which shares were sold was \$39.09.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$40.54 and the lowest price at which shares were sold was \$39.39.

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- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$40.45 and the lowest price at which shares were sold was \$39.23.
- (7) 25% of the option shares vest on June 1, 2007 and one-forty-eighth of the option shares vest in equal monthly installments over the following thirty-six months.
- (8) Not applicable.
- (9) 25% of the option shares vest on August 26, 2006 and one-forty-eighth of the option shares vest in equal monthly installments over the following thirty-six months.

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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