

DITTERSDORF NEAL
 Form 4
 May 22, 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 *
 DITTERSDORF NEAL

2. Issuer Name and Ticker or Trading Symbol
 INTERSECTIONS INC [INTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O INTERSECTIONS INC., 14901 BOGGLE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Legal Officer

(Street)
 CHANTILLY, VA 20151

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

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 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)	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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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	Am Nu Sha
				(A)	(D)				
Restricted Stock Unit	<u>(1)</u>	05/20/2009	A	60,965		<u>(2)</u>	<u>(2)</u>	Common Stock	6
Employee Stock Option (right to buy)	\$ 3.1	05/20/2009	A	36,334		<u>(3)</u>	05/20/2019	Common Stock	3
Employee Stock Option (right to buy)	\$ 8.11	05/20/2009	D		38,845	<u>(4)</u>	01/02/2013	Common Stock	3
Employee Stock Option (right to buy)	\$ 17	05/20/2009	D		75,000	<u>(5)</u>	05/03/2014	Common Stock	7
Employee Stock Option (right to buy)	\$ 13	05/20/2009	D		50,000	<u>(6)</u>	01/19/2015	Common Stock	5
Employee Stock Option (right to buy)	\$ 9.9	05/20/2009	D		42,000	<u>(7)</u>	03/06/2017	Common Stock	4
Employee Stock Option (right to buy)	\$ 8.39	05/20/2009	D		78,108	<u>(8)</u>	01/16/2018	Common Stock	7
Employee Stock Option (right to buy)	\$ 3.1	05/20/2009	A	115,175		<u>(3)</u>	05/20/2019	Common Stock	11

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

DITTERSDORF NEAL
C/O INTERSECTIONS INC.
14901 BOGLE DRIVE
CHANTILLY, VA 20151

Chief Legal Officer

Signatures

/s/ Todd E. Lenson 05/22/2009

**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).
- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or, at the Issuer's option, cash or a combination of the two.
- (2) The restricted stock units will vest in four equal annual installments beginning on May 20, 2010.
- (3) The options will vest in four equal annual installments beginning on May 20, 2010.
- (4) On May 20, 2009, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on January 2, 2003. The option was fully vested. In exchange, the reporting person received a replacement option on May 20, 2009, for 11,844 shares, having an exercise price equal to the market price of the Issuer's common stock on the grant date.
- (5) On May 20, 2009, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on April 30, 2004. The option was fully vested. In exchange, the reporting person received a replacement option on May 20, 2009, for 9,209 shares, having an exercise price equal to the market price of the Issuer's common stock on the grant date.
- (6) On May 20, 2009, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on January 20, 2005. The option was fully vested. In exchange, the reporting person received a replacement option on May 20, 2009, for 9,052 shares, having an exercise price equal to the market price of the Issuer's common stock on the grant date.
- (7) On May 20, 2009, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on March 7, 2007. The option provided for vesting in four equal annual installments beginning on March 1, 2008. In exchange, the reporting person received a replacement option on May 20, 2009, for 23,932 shares, having an exercise price equal to the market price of the Issuer's common stock on the grant date.
- (8) On May 20, 2009, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on January 17, 2008. The option provided for vesting in four equal annual installments beginning on January 17, 2009. In exchange, the reporting person received a replacement option on May 20, 2009, for 61,138 shares, having an exercise price equal to the market price of the Issuer's common stock on the grant date.
- (9) See footnotes 4-8 above. Represents replacement options for all canceled options surrendered pursuant to the Issuer's option exchange program.

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.