

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-04**
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ISSUER

JUPITERMEDIA CORP

CIK: **1083712** | IRS No.: **061542480** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7389** Business services, nec

Mailing Address
23 OLD KINGS HIGHWAY
SOUTH
DARIEN CT 06820

Business Address
23 OLD KINGS HIGHWAY
SOUTH
DARIEN CT 06820
2036622800

REPORTING OWNER

MECKLER ALAN M

CIK: **938640**
Type: **4** | Act: **34** | File No.: **000-26393** | Film No.: **06817051**

Mailing Address
20 KETCHUM STREET
WESTPORT CT 06880

Business Address
2032266967

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person MECKLER ALAN M			2. Issuer Name and Ticker or Trading Symbol JUPITERMEDIA CORP [JUPM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
23 OLD KINGS HIGHWAY SOUTH			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street)								
DARIEN, CT 06820								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/04/2006		G		953,875 ⁽³⁾	D	(2)	1,046,125	I	The Alan M. Meckler 2005 Grantor Retained Annuity Trust
Common Stock	05/04/2006		G		953,875 ⁽³⁾	A	(2)	9,341,428	D	
Common Stock								50,200	I ⁽¹⁾	Herman Meckler Family Trust #1
Common Stock								330,803	I ⁽¹⁾	In trust for Naomi Meckler
Common Stock								330,803	I ⁽¹⁾	In trust for John Meckler
Common Stock								330,803	I ⁽¹⁾	In trust for Catherine Meckler
Common Stock								330,804	I ⁽¹⁾	In trust for Caroline Meckler
Common Stock								191,100	I ⁽¹⁾	The Meckler Foundation
Common Stock								88,100	I ⁽¹⁾	By Spouse

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Mr. Meckler also indirectly owns 3,652,613 shares: 1,323,213 shares held in trusts for the benefit of Mr. Meckler's four children and over which Mr. Meckler exercises investment control, 1,046,125 shares are held in the Alan M. Meckler 2005 Grantor Retained Annuity Trust over which Mr. Meckler exercises investment but not voting control, 184,000 shares donated by Mr. Meckler to the Meckler Foundation, a non-profit charitable foundation founded by Mr. Meckler and for which he acts as a trustee, 7,100 shares purchased by the Meckler Foundation, 88,100 shares purchased by Mr. Meckler's wife and 50,200 shares held in trust for the benefit of Mr. Meckler's mother and over which he exercises investment control.
- Pricing N/A, this transaction was a gift
- The reported transaction was a gift by the Alan M. Meckler 2005 Grantor Retained Annuity Trust, of which Mr. Meckler serves as trustee to Alan M. Meckler. The reported transaction represents a change in the nature of Mr. Meckler's beneficial ownership of the 953,875 reported shares from indirect beneficial ownership to direct beneficial ownership.

Signatures

Alan M. Meckler

** Signature of Reporting Person

05/08/2006

Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.