

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**  
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### ISSUER

#### REWARDS NETWORK INC

CIK: **78536** | IRS No.: **846028875** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7389** Business services, nec

Mailing Address  
11900 BISCAYNE BLVD  
SUITE 460  
MIAMI FL 33181

Business Address  
11900 BISCAYNE BLVD  
STE 460  
MIAMI FL 33181  
3058923300

### REPORTING OWNER

#### GROSS RAYMOND A

CIK: **1031949**  
Type: **4** | Act: **34** | File No.: **001-13806** | Film No.: **05792331**

Mailing Address  
7495 PORTO VECCHIO PL  
14200 EAST EXPOSITION  
AVENUE  
DELRAY BEACH FL 33446

Business Address  
2101 S. ARLINGTON HEIGHTS  
RD  
SUITE 150  
ARLINGTON HEIGHTS IL  
60005  
8479568660

# 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

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 <b>GROSS RAYMOND A</b>			2. Issuer Name and Ticker or Trading Symbol <b>REWARDS NETWORK INC [IRN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/28/2005</b>					
7495 PORTO VECCHIO PLACE			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street)								
DELRAY BEACH, FL 33446								
(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			

**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						Title
Restricted Stock Unit Award	(1)	04/28/2005		A		2,000		(2)	(2)	Common Stock	2,000	\$ 0	4,000 (3)	D	

**Explanation of Responses:**

- Each restricted stock unit represents a right to receive one share of common stock of Rewards Network Inc.
- Award issued for serving on the registrant's Board of Directors. Award subject to service vesting requirements as per Award Agreement. There is no expiration date of this Award. Award vest as follows: 4/28/2006 - 34%, 4/28/2007 - 33%, 4/28/2008 - 33%
- Represents the cumulative number of restricted stock units received to date.

## Signatures

/s/ Raymond A. Gross

\*\* Signature of Reporting Person

05/02/2005

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.**