

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
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REPORTING OWNER

Henke David

CIK: **1519337**

Type: **4** | Act: **34** | File No.: **001-35168** | Film No.: **13521265**

Mailing Address
C/O LINKEDIN
CORPORATION
2029 STIERLIN COURT
MOUNTAIN VIEW CA 94043

ISSUER

LINKEDIN CORP

CIK: **1271024** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7370** Computer programming, data processing, etc.

Mailing Address
2029 STIERLIN COURT
MOUNTAIN VIEW CA 94043

Business Address
2029 STIERLIN COURT
MOUNTAIN VIEW CA 94043
650-687-3600

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Henke David			2. Issuer Name and Ticker or Trading Symbol LINKEDIN CORP [LNKD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Operations	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013			
C/O LINKEDIN CORPORATION, 2029 STIERLIN COURT			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) MOUNTAIN VIEW, CA 94043						
(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			
Class A Common Stock	01/07/2013		C	(1)	17,708	A	(2) (3)	53,466	D	
Class A Common Stock	01/07/2013		S	(4)	8,536	D	\$112.4796 (5)	44,930	D	
Class A Common Stock	01/07/2013		S	(4)	4,110	D	\$113.1797 (5)	40,820	D	
Class A Common Stock	01/07/2013		S	(4)	3,766	D	\$114.3696 (5)	37,054	D	
Class A Common Stock	01/07/2013		S	(4)	1,296	D	\$114.9792 (5)	35,758	D	

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					
Employee Stock Option (Right to Buy)	\$3.5	01/07/2013		M			17,708	(6)	11/05/2019	Class B Common Stock	\$ 0	177,086	D	

Class B Common Stock	(2) (3)	01/07/2013		<u>M</u>		17,708	(2) (3)	(2) (3)	Class A Common Stock	17,708	\$ 0	17,708	D	
Class B Common Stock	(2) (3)	01/07/2013		<u>C</u> (1)		17,708	(2) (3)	(2) (3)	Class A Common Stock	17,708	\$ 0	0	D	

Explanation of Responses:

1. Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock at the election of the Reporting Person.
2. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and has no expiration date. In addition, (i) each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (A) the date specified by the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, or (B) any transfer of such share (subject to certain exceptions), and (ii) upon the death of a natural person holding shares of Class B Common Stock, each share of Class B Common Stock held by that person or any of his or her permitted estate planning entities will convert automatically into one share of Class A Common Stock.
3. In addition to the events set forth in footnote 2, the Class A Common Stock and Class B Common Stock will each convert automatically into a single class of Common Stock on the date on which the number of outstanding shares of Class B Common Stock represents less than 10% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock.
4. Shares were sold pursuant to a duly adopted 10b5-1 trading plan entered into in accordance with the Issuer's insider trading policy. The plan provides for periodic sales as part of a liquidity and diversification strategy.
5. The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer.
6. One-fourth of the shares subject to the option vested on November 4, 2010 and 1/48th of the shares vest monthly thereafter.

Signatures

/s/ Lora Blum, Attorney-In-Fact

** Signature of Reporting Person

01/09/2013

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.