

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-26**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

MELLAND SCOT W

CIK: **1156136**

Type: **4** | Act: **34** | File No.: **001-33584** | Film No.: **12797272**

Mailing Address
C/O DICE INC
3 PARK AVE 33RD FL
NEW YORK NY 10016

ISSUER

DICE HOLDINGS, INC.

CIK: **1393883** | IRS No.: **203179218** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7389** Business services, nec

Mailing Address
1040 AVENUE OF THE
AMERICAS, 16TH FLOOR
NEW YORK NY 10018

Business Address
1040 AVENUE OF THE
AMERICAS, 16TH FLOOR
NEW YORK NY 10018
212-725-6550

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 MELLAND SCOT W			2. Issuer Name and Ticker or Trading Symbol DICE HOLDINGS, INC. [DHX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/26/2012					
C/O DICE HOLDINGS, INC., 1040 AVENUE OF THE AMERICAS, 16TH FLOOR			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) NEW YORK, NY 10018								
(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	04/26/2012		<u>M</u>		15,500	A	\$0.2	382,610	D	
Common Stock	04/26/2012		<u>S</u> ⁽¹⁾		15,500	D	\$10.5021 ⁽²⁾	367,110	D	
Common Stock	04/27/2012		<u>M</u>		4,500	A	\$0.2	371,610	D	
Common Stock	04/27/2012		<u>S</u> ⁽¹⁾		4,500	D	\$10.5022 ⁽³⁾	367,110	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						Title
Employee Stock Option (Right to Buy)	\$0.2	04/26/2012		<u>M</u>		15,500		⁽⁴⁾	08/31/2015	Common Stock	15,500	\$ 0	944,500	D	

Employee Stock Option (Right to Buy)	\$0.2	04/27/2012		<u>M</u>	4,500	(4)	08/31/2015	Common Stock	4,500	\$ 0	940,000	D	
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Explanation of Responses:

1. These shares were sold pursuant to a Rule 10b5-1(c) sales plan dated March 16, 2012.
2. The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$10.50 to \$10.51. Upon request of the SEC staff, Dice Holdings, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
3. The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$10.50 to \$10.52. Upon request of the SEC staff, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
4. These options were all vested and exercisable as of August 31, 2009.

Signatures

/s/ Scot W. Melland

** Signature of Reporting Person

04/27/2012

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.