

Hanson Greg  
Form 4  
February 17, 2012

**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 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 \*  
Hanson Greg

2. Issuer Name and Ticker or Trading Symbol  
Tree.com, Inc. [TREE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
11115 RUSHMORE DR.

3. Date of Earliest Transaction (Month/Day/Year)  
02/16/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP & GM of Tree.com

(Street)  
CHARLOTTE, NC 28277

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/16/2012		M		895 A \$ 0	25,729	D
Common Stock	02/16/2012		F		329 D \$ 7.01	25,400	D
Common Stock	02/17/2012		M		5,000 A \$ 0	30,400	D
Common Stock	02/17/2012		F		1,762 D \$ 7.03	28,638	D

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

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(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 (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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/16/2012		M	895	<u>(1)</u>	<u>(1)</u>	Common Stock	895
Restricted Stock Units <sup>(2)</sup>	\$ 0	02/17/2012		M	1,250	<u>(2)</u>	<u>(2)</u>	Common Stock	1,250
Restricted Stock Units <sup>(3)</sup>	\$ 0	02/17/2012		M	3,750	<u>(3)</u>	<u>(3)</u>	Common Stock	3,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanson Greg 11115 RUSHMORE DR. CHARLOTTE, NC 28277			SVP & GM of Tree.com	

## Signatures

/s/ Katharine F. Pierce as Attorney-in-Fact for Greg Hanson

02/17/2012

\*\*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).

## Edgar Filing: Hanson Greg - Form 4

- (1) These restricted stock units vested in full on February 16, 2012 in accordance with the terms of the original award agreement.
- (2) These restricted stock units vest in four equal annual installments beginning on February 17, 2010 in accordance with the terms of the original award agreement.
- (3) These restricted stock units vest in four equal annual installments beginning on February 17, 2010 in accordance with the terms of the original award agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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