

KUHN CHRISTOPHER G
Form 4
November 14, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KUHN CHRISTOPHER G

(Last) (First) (Middle)

400 CHESTER FIELD PARKWAY

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VERTICALNET INC [VERT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	11/10/2005		A	15,222 (1)	A 0.01 (2)	40,797 (3)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 0.43	11/10/2005		A		17,500		<u>(4)</u>	11/10/2015	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KUHN CHRISTOPHER G 400 CHESTER FIELD PARKWAY MALVERN, PA 19355	VP & General Counsel

Signatures

Christopher G.
Kuhn 11/14/2005

**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).

(1) Award of Restricted Stock pursuant to 2000 Equity Compensation Plan. 100% of the grant vests on May 10, 2006 provided reporting person is an employee on that date.

(2) Payable upon distribution of the shares.

(3) Includes: 15,222 shares of Common Stock that may be issued upon vesting of Restricted Stock; 100% of the 15,222 shares of Restricted Stock vest on May 10, 2006; 7,895 shares of Common Stock that may be issued upon vesting of Restricted Stock Units; 100% of the 7,895 Restricted Stock Units vest on March 2, 2006 provided the reporting person is an employee on that date; 8,750 shares of Common Stock that may be issued upon vesting of Restricted Stock Units; 25% of the 8,750 Restricted Stock Units vests on May 5, 2006; 2.083% vests on the fifth day of every month thereafter until and including May 5, 2009 provided reporting person is an employee on those dates; and 8,750 shares of Common Stock that may be issued on the vesting of Restricted Stock Units; 25% of the 8,750 Restricted Stock Units vests on September 8, 2006; 2.083% vests on the eighth day of every month thereafter until and including September 8, 2009 provided reporting person is an employee on those dates.

(4) 25% of grant on November 10, 2006; 2.083% of grant on tenth day of each month thereafter until and including November 10, 2009.

(5) Option Grant; price not relevant.

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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