CHARDAVOYNE WILLIAM J

Form 4

August 28, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * CHARDAVOYNE WILLIAM J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

FTD Group, Inc. [FTD]

(Check all applicable)

C/O FTD GROUP, INC., 3113

(First)

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

X_ Director Officer (give title below)

10% Owner Other (specify

08/26/2008

WOODCREEK DRIVE

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

1

7. Title and Amount of

Underlying Securities

(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.58	08/26/2008		D		2,500	08/26/2008	11/14/2017	Common Stock	2,500
Stock Option (right to buy)	\$ 17.095	08/26/2008		D		2,500	11/15/2007	11/15/2016	Common Stock	2,500
Stock Option (right to buy)	\$ 14.645	08/26/2008		D		25,000	(3)	07/28/2016	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CHARDAVOYNE WILLIAM J C/O FTD GROUP, INC. 3113 WOODCREEK DRIVE DOWNERS GROVE, IL 60515	X					

Signatures

Jandy Tomy, Attorney-In-Fact 08/28/2008

**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).
 - Upon the effective date of an Agreement and Plan of Merger, dated as of April 30, 2008, as amended, by and among FTD Group, Inc. ("FTD"), United Online, Inc. ("United Online") and UNOLA Corp. (the "Merger"), the option was canceled in exchange for merger
- (1) consideration of \$10.15 in cash, without interest, and 0.4087 of a share of United Online common stock for each share of FTD common stock (the "Merger Consideration"), reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of United Online common stock comprising the merger consideration bear to each other.
- Upon the effective date of the Merger, the option was canceled in exchange for the Merger Consideration (as defined above), reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of United Online common stock comprising the merger consideration bear to each other. All of these options were canceled on the effective date of the merger for no value.

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This option, provided for vesting as follows: 8,334 options vested on 07/28/06, 8,333 options vested on 07/28/07 and 8,333 options vested on 7/28/08. Upon the effective date of the Merger, the option was canceled in exchange for the Merger Consideration (as defined

(3) above), reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of United Online common stock comprising the merger consideration bear to each other. All of these options were canceled on the effective date of the merger for no value.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.