

CAMPBELL BRIAN P
 Form 3
 July 17, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

^ CAMPBELL BRIAN P
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 07/17/2007

3. Issuer Name and Ticker or Trading Symbol
 DICE HOLDINGS, INC. [DHX]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 VP, Business & Legal Affairs /
 See Remarks

C/O DICE HOLDINGS,
 INC.,^ 3 PARK AVENUE,
 33RD FLOOR

(Street)

NEW YORK,^ NY^ 10016

(City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
 (Instr. 4)

2. Amount of Securities Beneficially Owned
 (Instr. 4)

3. Ownership Form:
 Direct (D)
 or Indirect (I)
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership
 (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
 (Instr. 4)

2. Date Exercisable and Expiration Date
 (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
 (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

Date Exercisable Date Expiration Date Title Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	23,050	\$ (1)	D	Â
Employee Common Stock Option (Right to Buy)	Â (2)	11/07/2015	Common Stock	212,060	\$ 2.17 (2)	D	Â
Employee Common Stock Option (Right to Buy)	Â (3)	01/31/2017	Common Stock	16,135	\$ 6.49	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL BRIAN P C/O DICE HOLDINGS, INC. 3 PARK AVENUE, 33RD FLOOR NEW YORK, NY 10016	Â	Â	Â VP, Business & Legal Affairs	See Remarks

Signatures

/s/ Brian P.
Campbell

07/17/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Any holder of shares of Series A Convertible Preferred Stock has the right, at its option, at any time and from time to time, to convert such shares into common stock on a one-for-one basis. The holders of at least 66 2/3% of all outstanding shares of Series A Convertible Preferred Stock have the right, at any time, to require that all of the outstanding shares of Series A Convertible Preferred Stock be converted into shares of common stock on a one-for-one basis. There is no expiration on either the optional or mandatory conversion right.
- (2) The options vest over four years, with the first 25% vesting on the first anniversary of the vesting commencement date (August 31, 2005) and 6.25% vesting quarterly thereafter. The option exercise price with respect to 79,522 options was reduced to \$1.98 (after giving effect to a stock split) to reflect a non-recurring dividend to preferred stockholders on October 27, 2006. On March 23, 2007, the option exercise price on 132,538 options which were then unvested (including 13,253 which have since become vested and exercisable) was reduced to \$0.20 (after giving effect to a stock split) to reflect a payment received by each holder of vested options in lieu of a dividend.
- (3) The options vest over four years, with the first 25% vesting on the first anniversary of the vesting commencement date (January 31, 2007) and 6.25% vesting quarterly thereafter.

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Remarks:
The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934 if the reporting person owns more than 10% of the common stock. The reporting person disclaims beneficial ownership of any securities owned by the group that are not directly owned by the reporting person. This report shall not be deemed to be a report of the reporting person if the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

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Â person.

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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