Edgar Filing: Mueller John P - Form 4

Mueller John	Р										
Form 4	011										
August 03, 20										PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287			
Check this box if no longer subject to STATEMENT OF CHANG				GES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2005 Estimated average burden hours per		
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed purposes Filed purposes Filed purposes Filed purposes for the file of th	7(a) of the l	Public Ut	ility Hol		npany	Act o	ge Act of 1934, f 1935 or Sectio 40	response	•	
(Print or Type R	lesponses)										
Mueller John P Symbol				uer Name and Ticker or Trading 1 ROUP INC. [XOXO]				5. Relationship of Reporting Person(s) to Issuer			
				ate of Earliest Transaction				(Check all applicable)			
(Month.				Month/Day/Year) 8/02/2011				Director 10% Owner Officer (give title Other (specify below) below) Chief Financial Officer			
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
NEW YORK	K, NY 10013							Form filed by M Person	Aore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-l	Derivative S	Securi	ities Aco	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executio any	n Date, if	Code (Instr. 8)	4. Securi ion(A) or Di (D) (Instr. 3,	4 and (A) or	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	08/02/2011			F	419	D	\$ 9.15	125,121	D		

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)

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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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mueller John P C/O XO GROUP INC. 462 BROADWAY, 6TH FLOOR NEW YORK, NY 10013			Chief Financial Officer				
Signatures							
/s/ JEREMY LECHTZIN, attorney-in-fact	08/03/2011						
**Signature of Reporting Person		Date					
Explanation of Responses:							

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).

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.