

HOUSENBOLD JEFFREY T
Form 4
January 10, 2011

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 *
HOUSENBOLD JEFFREY T

(Last) (First) (Middle)

C/O SHUTTERFLY INC, 2800
BRIDGE PARKWAY SUITE 101

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SHUTTERFLY INC [SFLY]

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

PRESIDENT & CEO

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/06/2011		M ⁽¹⁾	65,900 A \$ 5.5	158,511	D	
Common Stock	01/06/2011		S ⁽¹⁾	65,900 D \$ 36.242 ⁽²⁾	92,611	D	
Common Stock	01/07/2011		M ⁽¹⁾	27,776 A \$ 5.5	120,387	D	
Common Stock	01/07/2011		S ⁽¹⁾	27,776 D \$ 36.0341 ⁽³⁾	92,611	D	
Common Stock	01/10/2011		M ⁽¹⁾	3,356 A \$ 5.5	95,967	D	

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Common Stock	01/10/2011		S ⁽¹⁾	3,356	D	\$ 36.5704 (4)	92,611	D
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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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.5	01/06/2011		M ⁽¹⁾	65,900	⁽⁵⁾ 01/16/2015	Common Stock	65,900
Employee Stock Option (Right to Buy)	\$ 5.5	01/07/2011		M ⁽¹⁾	27,776	⁽⁵⁾ 01/16/2015	Common Stock	27,776
Employee Stock Option (Right to Buy)	\$ 5.5	01/10/2011		M ⁽¹⁾	3,356	⁽⁵⁾ 01/16/2015	Common Stock	3,356

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOUSENBOLD JEFFREY T C/O SHUTTERFLY INC 2800 BRIDGE PARKWAY SUITE 101	X		PRESIDENT & CEO	

REDWOOD CITY, CA 94065

Signatures

/s/ Charlotte Falla, Attorney

01/10/2011

In Fact

__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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2010.

Represents the weighted average sales price per share. The prices actually received ranged from \$35.77 to \$36.73 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (3) Represents the weighted average sales price per share. The prices actually received ranged from \$35.81 to \$36.73 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (4) Represents the weighted average sales price per share. The prices actually received ranged from \$36.55 to \$36.65 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (5) The option is 100% vested and exercisable.

Remarks:

This Statement confirms that the undersigned, Jeffrey T. Housenbold, has authorized and designated Charlotte Falla and John

Date: June 15, 2010

/s/Jeffrey T. Housenbold

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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