

Landa Matthew
 Form 4
 February 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Landa Matthew

2. Issuer Name and Ticker or Trading Symbol
 ACTIVE NETWORK INC [ACTV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 10182 TELESIS COURT, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2012

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

SAN DIEGO, CA 92121
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 250,000 | D | |
| Common Stock | 02/01/2012 | | M | | 1,666 | A | \$ 1.96 |
| | | | | | 1,666 | I | |
| | | | | | | | The Landa Family Trust utd May 18, 2007 ⁽²⁾ |
| Common Stock | 02/01/2012 | | S ⁽¹⁾ | | 1,666 | D | \$ 15 0 |
| | | | | | | I | |
| | | | | | | | The Landa Family Trust utd May 18, 2007 ⁽²⁾ |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|---------|-------|---|--|
| Common Stock | 02/01/2012 | | M | 2,555 | A | \$ 1.96 | 2,555 | I | The Landa Family Trust utd May 18, 2007 ⁽²⁾ |
| Common Stock | 02/01/2012 | | S ⁽¹⁾ | 2,555 | D | \$ 15 | 0 | I | The Landa Family Trust utd May 18, 2007 ⁽²⁾ |
| Common Stock | 02/01/2012 | | M | 7,114 | A | \$ 1.96 | 7,114 | I | The Landa Family Trust utd May 18, 2007 ⁽²⁾ |
| Common Stock | 02/01/2012 | | S ⁽¹⁾ | 7,114 | D | \$ 15 | 0 | I | The Landa Family Trust utd May 18, 2007 ⁽²⁾ |

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 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 |
| Stock Option (Right to buy) | \$ 1.96 | 02/01/2012 | | M | 1,666 | 04/01/2009 ⁽³⁾ | 04/01/2019 | Common Stock | 1,666 |

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| | | | | | | | | | |
|--------------------------------------|---------|------------|--|---|-------|---------------------------|------------|-----------------|-------|
| Stock Option (Right to buy) | \$ 1.96 | 02/01/2012 | | M | 2,555 | 02/21/2008 ⁽³⁾ | 02/21/2018 | Common Stock | 2,555 |
|--------------------------------------|---------|------------|--|---|-------|---------------------------|------------|-----------------|-------|

| | | | | | | | | | |
|--------------------------------------|---------|------------|--|---|-------|---------------------------|------------|-----------------|-------|
| Stock Option (Right to buy) | \$ 1.96 | 02/01/2012 | | M | 7,114 | 01/20/2009 ⁽⁴⁾ | 01/20/2019 | Common Stock | 7,114 |
|--------------------------------------|---------|------------|--|---|-------|---------------------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Landa Matthew 10182 TELESIS COURT SUITE 100 SAN DIEGO, CA 92121 | X | | President | |

Signatures

| | |
|--|---------------------|
| /s/ Kourosh Vossoughi, Attorney-in-fact | 02/03/2012 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2011.
- (2) Mr. Landa is the trustee of The Landa Family Trust utd May 18, 2007 and has voting and dispositive power with respect to these shares. Mr. Landa disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (3) The options are immediately exercisable and vest in 48 equal monthly installments measured from the grant date.
- (4) The options are fully vested and exercisable as of the day of this report.

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.