

VERTICALNET INC  
Form 4  
March 03, 2006

**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 \*  
**KUHN CHRISTOPHER G**  
  
(Last) (First) (Middle)  
  
**400 CHESTER FIELD PARKWAY**  
  
(Street)  
  
**MALVERN, PA 19355**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**VERTICALNET INC [VERT]**  
  
3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2006**  
  
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)  
**VP & General Counsel**  
  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |  |
| Common Stock                    | 03/01/2006                           |  | A                              |   | 17,500 (1)<br>\$ 0.01 (2)   | 58,297 (1)   | D  |
| Common Stock                    | 03/02/2006                           |  | S                              |   | 12,750 (3)<br>\$ 0.545  | 45,547 (4)   | D  |

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

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(9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| KUHN CHRISTOPHER G<br>400 CHESTER FIELD PARKWAY<br>MALVERN, PA 19355 |               |           | VP & General Counsel |       |

## Signatures

Christopher G.  
Kuhn 03/03/2006

           \*\*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) Includes; 17,500 shares of Common Stock that may be issued upon vesting of Restricted Stock. 100% of the 17,500 shares of Restricted Stock vest on September 1, 2006 provided the reporting person is an employee on that date; 8,750 shares of Common Stock that may be issued upon vesting of Restricted Stock Units. 25% of the 8,750 Restricted Stock Units vests on March 2, 2006; and 8,750 shares of Common Stock that may be issued upon vesting of Restricted Stock Units. 25% of the 8,750 Restricted Stock Units vests on May 5, 2006; 2.083% vests on the fifth day of every month thereafter until and including May 5, 2009 provided reporting person is an employee on those dates.
- (2) Payable upon distribution of the shares.
- (3) Award of Restricted Stock pursuant to 2000 Equity Compensation Plan. 100% of the grant vests on September 1, 2006 provided reporting person is a employee on that date.
- (4) Includes; 17,500 shares of Common Stock that may be issued upon vesting of Restricted Stock. 100% of the 17,500 Restricted Stock vest on September 1, 2006 provided the reporting person is an employee on that date; and 8,750 shares of Common Stock that may be issued upon vesting of Restricted Stock Units. 25% of the 8,750 Restricted Stock Units vests on May 5, 2006; 2.083% vests on the fifth day of every month thereafter until and including May 5, 2009 provided reporting person is an employee on those dates.

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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