KUHN CHRISTOPHER G

Form 4 May 09, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

KUHN CHRISTOPHER G

2. Issuer Name and Ticker or Trading

Symbol VERTICALNET INC [VERT]

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

400 CHESTER FIELD PARKWAY

(Street)

(State)

(First)

05/05/2005

X_ Officer (give title below)

Director

Issuer

10% Owner Other (specify below)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

4. If Amendment, Date Original

Filed(Month/Day/Year)

VP & General Counsel 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MALVERN, PA 19355

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common Stock

05/05/2005

8,750 A (1)

\$ 0.01 (2)

 $16,825 \frac{(3)}{2}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)	Bene
	Derivative Security				Securities Acquired			(Instr. 3	3 and 4)		Own
											Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								,	Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

KUHN CHRISTOPHER G 400 CHESTER FIELD PARKWAY MALVERN, PA 19355

VP & General Counsel

Signatures

Christopher G.

Kuhn 05/09/2005 **Signature of Date Reporting Person

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).
- Award of Restricted Stock Unit pursuant to 2000 Equity Compensation Plan. 25% of the grant vests on May 5, 2006; 2.083% vests on the fifth day of each month thereafter until and including May 5, 2009 provided reporting person is an employee on those dates.
- (2) Payable upon distribution of the shares.

Includes; 8,075 shares of Common Stock that may be issued upon vesting of Restricted Stock Units. 100% of the 8,075 Restricted Stock Units vest on March 2, 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. 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.

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